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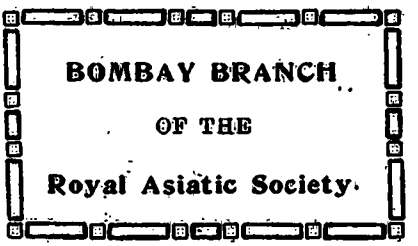

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THE

CHAIRMAN'S GUIDE

AND SECRETARY'S COMPANION.

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INTRODUCTION.

IN walking through the Wilderness of this World, as our old friend Bunyan puts it, it is remarkable, and even astounding, to notice the objection of men to occupy the Chair at even the most friendly meeting! Of the objection of men to take the Chair.

This refusal cannot be occasioned by shyness. As the Hon. Secretary of a popular Club, and whilom official of a "Parliament," and acting in various capacities in Companies, the writer of this volume has had many and varied opportunities to observe this "modesty." Men who will "lay down the law" loudly from the side of a table will be mute, or at any rate reticent, in the Chair—afraid, apparently, of the voice which they love to hear when seated lower down!

This modesty, or stage-fright, is curious; and we fear it arises in many, in the majority The Remedy.

of cases, from—imperfect knowledge, let us say. To remedy this imperfection the following pages are prescribed. The book is not intended for the expert, whose opinion and criticism will, nevertheless, be valuable and welcome. The methods and information adopted and imparted are those which personal experience and observation have recommended as sufficient, and usual. The additional chapter respecting the "Social Chairman" is one not hitherto attempted in any volume, so far as the writer is aware, and the "Hints to Secretaries" are the outcome of actual, personal, official experience.

Nor are those who form the audience upon such occasions as those treated of entirely ignored. If the Chairman has his duties to perform so has the Member of the Committee, or the Shareholder in the Company. These duties are, therefore, touched upon in the concluding pages of this little book.

Furthermore, the Meeting itself is discussed. Thus, "from the Head to the Tail" of the Meeting, from the Chair to the most insignificant Member, the duties and conduct of those assembled are clearly set forth. Marginal

notes, for rapidity of reference, are also attached to each subject paragraph.

There are also Appendices, with forms of Procedure, to act as guides in general cases.

Handbooks, Official Volumes, and Acts of Parliament, which have been consulted are—amongst others—Sir Erskine May's "Procedure," Sir R. Palgrave's "Handbook," F. B. Palmer's "Legal Companion," Pulbrook's "Joint Stock Companies," Lucy's "Handbook of Parliamentary Procedure," etc.

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THE CHAIRMAN'S GUIDE AND COMPANION.

CHAPTER I.

CHOICE OF A CHAIRMAN.

Candidates for the office of Chairman.

THERE are hundreds of clever and able men of business, any one of whom may be greatly respected, but no one of whom is competent to undertake the position of Chairman or President of an important Meeting or Assembly.

This inability does not arise from any want of talent, or even of want of confidence in themselves, but in a want of knowledge of procedure. A most respected influential man who is ignorant of the means by which alone in emergencies he can lead the meeting is a kind of Mr. Nupkins, dependent on his clerk or assistant for guidance; and consequently his *raison d'être* ceases.

Chairman's paramount duty.

"Obedience is the first duty of the soldier." This is the first clause in the Mutiny Act,

and similarly we may say that "To keep Order is the first duty of a Chairman." If Order be Heaven's first law, it also should be first law in a public or private Meeting, and to attain it and keep it should be the Chairman's aim.

Of course we do not refer to Meetings against which organised opposition is directed. It is manifestly impossible for any Chairman, however sound, to maintain his position under such circumstances. A rowdy mob will have nothing but a rowdy ruler, who governs by force. He is not a Chairman, and our remarks will in no sense apply to him.

To Keep Order, then, is the first business of the Chairman. To ensure this end a proper Chairman should be elected. As this volume is not intended for existing Chairmen, exclusively, or even principally—seeing that practice has made them perfect—we must consider the manner of man needed for the office.

Class to whom our volume is addressed.

We address ourselves, therefore, to the great mass of Members of Meetings who, in the ordinary course of events, may be some day called upon to rule a Meeting unexpectedly in the absence of the appointed Chairman. To be "understanded of the people" we must be simple, clear, and concise. As a preliminary, let us glance at the man best fitted for, or most likely to be, Chairman, and upon whom so much will depend.

Characteristics of Chairman.

It will not be necessary to insist that the individual selected should possess tact, a temper not easily ruffled, a skin not too thin, and yet with a proper sense of the dignity of his position. One accustomed to command, a man conscious of his responsibilities, is a person usually fitted for the place. If to the above qualifications he brings general knowledge and a particular acquaintance with the business to be discussed, so much more the reason for electing him.

The Chairman should always be a "strong man," as the phrase is. He must direct gently, lead courteously; a man to command the respect of all those present. He must be firm, not liable to be swayed by every blast of opinion or doctrine, and he should preserve the even balance of his mind. He must hold the scales of Order, and when he may perceive the balance inclining the wrong way, he must use his influence to restore the equilibrium, cast his sword into the scale, as it were.

It sometimes happens that the equilibrium of the atmosphere of the Meeting cannot be restored without a storm, as in the natural world. In such a case the Chairman must be the lightning-conductor, to carry off the accumulated electricity, and turn it harmless to the earth. To possess tact is an excellent thing for Chairmen. To possess the respect of his audience is to lead it!

Election of a Chairman

We may now proceed to the Election of a Chairman, whether he be chosen for the Meeting only, or for the year. The period for which Presidents are elected for such authority in the Meetings of the County Councils, School Boards, Municipal Boards, Boards of Directors of Railroads, or Companies, are regulated by law generally, Act of Parliament, Articles of Association, or, in less important cases, simple usage, and choice of those assembled.

Chairmen of Councils or School Boards are elected for three years; of Municipal Boards, and such-like offices, one year; Chairmen of Companies, etc., as by the Articles of Association, and of Ordinary Meetings for the purpose of the Meeting. The method is the same.

Choice of the Chairman.

At the first occasion when any Members meet to choose a Chairman, it is supposed that the majority present have made themselves acquainted with the most fitting person to serve as Chairman. Perhaps the members present may all have agreed tacitly upon the individual who shall be President, and then, as soon as one of their number nominates him, the assent of the Meeting is given in a manner practically unanimous. This mode is the simplest, and the person so elected takes his seat accordingly.

Temporary Chairman.

If, however, the nomination be objected to, and another name, or more than one, be put

forward, a Temporary Chairman—a gentleman not in the running—should be voted into the Chair, in order to conduct the proceedings.

Candidate's opportunity.

The gentleman first nominated has now an excellent opportunity to show his fitness for the position he seeks to fill. He should display no disappointment nor irritation at the, perhaps unexpected, appearance of the rivals. Each candidate may believe himself the most fitted for the office. But the opinion of the Assembly is the crucial test.

Proposers of Temporary Chairman.

The Temporary Chairman is usually proposed *by the Conveners of the Meeting*. This is the fair procedure, and is the common-sense rule. They will doubtless elect a proper person for such business. Those who have called the Meeting will be most likely to understand the various requirements for its conduct, and their motives can scarcely be called in question.

The gentleman nominated is then conducted, as the temporary Ruler of the Meeting, to the Chair. He assumes the reins at once, nominates, or calls upon the nominators to speak in favour of their candidates, upstanding. This the proposer does as in Parliamentary procedure, *addressing the Chair*, and is entitled to "the floor" unless called to a point of order.

Must be present at Meeting.

The Chairman nominated must be present at the Meeting when his name is advanced.

The first speaker, having nominated his candidate, moves that the said nominee "do take the chair." This is best put formally to the Meeting as a Motion—viz., that Mr. —— do take the Chair.

The Motion and Procedure.

The next step is to second the Motion, and when this has been done the Chairman proposes it, saying in effect that "the question before the Meeting, moved by Mr. F. and seconded by Mr. G., is, that," etc., etc. [Those who are of that opinion will please signify assent in the usual manner. Contrary!] (*See* "procedure" in sequel, p. 46.)

There may be, and in such a case of several nominees there will be, a discussion. The Chairman then announces the Motion as seconded, and leaves it for discussion of the Assembly, omitting the words in brackets, above.

No Seconder.

Should the first Mover find no one to second his Motion, it drops, and another subject is introduced. The name of the next candidate upon the list is brought forward, and the same method of procedure is employed.

Rule of Procedure.

Under such circumstances it is the rule to put up each name as a candidate *per se*, not as an "amendment" upon the previous nomination. This is only courteous, as each candidate, or his friends, are entitled to the same consideration and treatment by the Temporary Chairman, and should receive them. He

must therefore be firm and strict, and keep the Meeting to the business on hand, permitting no other Motions than those relating directly to the choice of a Chairman.

We will now suppose that the candidates or their friends have been heard in due course. The Members present have debated the various claims fully, and they have to make a selection. The first name upon the list is then submitted to the Meeting in the usual form of Question—viz., "That Mr. —— do take the Chair."

Voting. The voting upon this is carried on by voice, or by a show of hands, and the candidate who secures a majority unnegatived, is elected. (*See* detailed mode of procedure and Appendices A and B, Chapter II.

Putting Motion. The Chairman should be careful, when putting any Motion, to remember that Motions always begin with the word "*That*," in which there is as "much virtue" as in an "If."

Decide by Lot. The Chairman is empowered to decide by "lot" the choice of a candidate if two nominees have an equal number of votes. (*See* Commissioners' Clauses Act, 1847.) Such a contingency seldom occurs, but care must be exercised in reckoning the votes on show of hands.

Casting Vote. A Casting Vote may be given by the temporary occupant of the Chair, and therefore care should be exercised as to the person

elected to fill the office *pro tem.* The best way will be to induce him to waive his right of voting, because it will be at once perceived that the Chairman's Vote might in all cases determine the election of his favoured candidate, or even of himself. But see "Casting Votes," pp. 16, 17.

Suitability of the Temporary Chairman.

The Temporary Chairman may be elected permanently to the office of Chairman, but it is not an usual proceeding to do so. Some non-interested official or other person—a neutral member of the company—is, or should be, selected as Chairman.

CHAPTER II.

DUTIES OF A CHAIRMAN.

HAVING now secured our Chairman, the temporary occupant leaves the Chair after some one has, for courtesy's sake, proposed, and a vote of thanks has been accorded to him for his services.

The Chairman is then escorted to the chair, and in some assemblies is formally introduced to the Meeting by one in authority. He then thanks the audience, and assumes his position of Ruler. **The Chairman in the Chair.**

Now the fitness of the man for his position will be perceived. His calmness and his judicial mien will be at once recognised, while any nervous uncertainty will be as quickly commented upon. The Chairman's duties are to maintain order, to hold the reins, and, as it were, "feel the mouth" of the Meeting. He must not drive furiously, but gently, and keep his hand upon the bridle and the curb. **His fitness.**

One of the most important duties of the Chairman is to fix upon the proper and the most suitable speakers in a debate and discussion. This the writer discovered when **His duties.**

in an official position in a celebrated Local Parliament—almost the first, in every sense, and certainly the most influential in its Membership of any within the Metropolis. The knack of seeing and of non-seeing may be practised with much success, and greatly to the advantage of a debate, by a judicious Chairman, or by a "Speaker" in Parliament.

To decide upon the individual who shall address the Meeting is a serious and necessary duty.

His position. The Chairman is, of course, upon a raised seat, so placed that he can command the Assembly. He is separated from all influences for or against any Topic or Question. He should personally—that is, in his private capacity—communicate with no one save the Secretary, or a fellow-official, and should strive to put all feeling of sympathy aside, and avoid all suspicion of favouritism or advocacy. This is a very important duty.

Respect due to him. The Chairman being seated, and finding the Meeting ready, rises and demands silence. Attention is called to his upstanding by cries of "Chair! Chair!" and silence should be immediately observed. If it be not, the Chairman should command it.

Opens the proceedings. The Chairman, having first called upon the Secretary to read (or having himself read) the notice convening the Meeting, may then address the assembly, explaining its object.

Having thus put every one in possession of the *raison d'être*, he will call upon some individual to speak to the Question, naming the person audibly, so that every one may hear who is about to speak and to exploit the subject. No doubt the Chairman has been informed by the Secretary or assistant of the names of those desirous to be called.

Reading of Minutes.

But when there are Minutes to be read, the first proceeding is to call upon the Secretary to read them. In Meetings which take place with certain regularity of occurrence, such as Committee Meetings, etc., the reading of the Minutes of the previous Meeting is the first item upon the Agenda. (*See* p. 103.)

The Chairman having obtained silence, calls upon the Secretary accordingly, and he reads the preceding Minutes. This done, the Chairman asks the Meeting (or Committee) whether these represent the transactions at the last Meeting; if so, will they signify the same in the usual manner?

If assented to, the Chairman signs the Minutes.

If an alteration be suggested, and approved, the needed Amendment is made and initialled before the Minutes are passed.

General business of Meeting.

The general business, according to the Agenda is then proceeded with. The Chairman will call upon the first speaker, either selecting him, or permitting him to rise voluntarily.

In any case he should announce him to the Meeting.

Of speaking of Members.

It may happen that one or more of those present may be desirous to address the Chair. In such a case the Chairman may elect the speaker. Here the tact and the acumen of the President will be exercised. If he do not select the most desirable individual there will be some dissent amongst the audience, and another person will be called upon.

In the House of Commons the President or Mr. Speaker is omnipotent. He rules completely, and the member who catches not the Speaker's Eye may fume and languish in obvious obscurity until such time as the traditional Eye beams upon him.

But in General Meetings a cry may arise for a certain speaker to be heard, and even a Motion may be advanced by some one, and seconded, "That Mr. Smith be heard." If such a division is made and formally supported, the Chairman is compelled to put the Question to the Meeting in the usual form, "That," etc.

A Motion to hear a speaker.

If the Motion be carried, Mr. Smith rises, and the first would-be speaker retires; but if not — and this case is not possible if the Motion is made and carried—the first applicant, or person called upon, opens his speech.

Debate.

During the Debate or Meeting the Chairman must put down firmly but courteously any

appearance of disorder. A Meeting may, unless held well in hand, speedily degenerate into a bear-garden in which every one wishes to speak at once, and where personalities are, as a consequence, invariably exchanged.

Any tendency to such behaviour must be promptly and sternly repressed by the authority of the Chair, and if persisted in, the Chairman may declare the Meeting closed. All discussion, therefore, which has no actual bearing upon the question before the Meeting, should be stopped; and, if permitted, must be formulated.

Misbehaviour checked.

The Chairman should request the speaker to put his views in concluding into the crystallised form of a Motion, which will then, if acceptable, be seconded, and come before the Meeting for adoption or rejection.

The form of Motion.

Such Motion should be handed up to the Chairman, in writing, and it is put from the Chair. Then any one who wishes to speak must speak to second the Motion (or Amendment). The Chairman should keep them to the point, and must rule, and maintain that no discussion, save upon that Motion, is permissible. *No person must address the Meeting upon a Motion after it is proposed, unless he rise to second it.* So with any Amendment. Both must be seconded ere any discussion thereon is allowed.

If no Seconder be found the Motion or Amendment drops.

If no Amendment be moved and seconded, the Motion will be put to the Meeting. If an Amendment be made and seconded it is first put, and if carried the original question, as amended, is put.

Impersonality of Chairman.

Under all these circumstances the President is impersonal. He is only Mr. Chairman, the figure-head of the Meeting, and must be so addressed, the speaker standing. All other persons should remain seated and silent. If not, the Chairman should call them to Order, and firmly discountenance any interruptions if the Meeting have elected to hear the speaker. But if the man be a bore, or strongly objectionable to the great majority, and after an appeal in his favour from the Chair the disturbance continue, then the duty of the Chairman is to put any Motion that may arise, either from the unappreciated speaker, or from some other, who rises to "Order" to get rid of him.

Order in Debate.

All partial and irrelevant interruption must be crushed; but if a person rise and the Meeting decline to hear him until business is at a standstill, then, unless the obnoxious person give way, the Chairman has no option but to leave the Chair and adjourn the Meeting where his authority is disregarded, or get rid of him by moving "that the question be now put."

Moving "that the Question be now put."

He may insist upon the removal of the offending one, if only one person be in the wrong. Order must be preserved, and the

general sense of the Meeting will support the Chair in his action.

The Chairman must, however, listen to and put any Motion made by any such obnoxious speaker, if he conduct himself with propriety, and this Motion must be brought forward, no matter how objectionable to some, if it be within the bounds of the objects of the Meeting.

Whether it is seconded is another matter.

The Chairman must not put any Motion that is out of Order, and anything which is not relevant to the objects of the Meeting is out of Order. Therefore, it is useful for the Chairman to read the notice calling the Meeting, or to explain the objects of it in a brief preparatory speech. Anything offensive, or any Motion dealing with dead-and-buried subjects of discussion, is out of Order, and must be dealt with as such. He can call the offender to Order, but some Member is sure to direct attention to the point, upon which the Chairman should be very watchful and circumspect.

Speaking to a Motion.

When a Motion is before the Meeting it is permissible for Members present to speak to or against it. But if no objection be raised neither the Mover nor Seconder should be permitted to speak again, unless he have some explanation to make of a mistake or unintentional error.

The Chairman may, however, permit the

Right of Reply.

Mover or the Seconder to reply, but only reply to the arguments advanced, and such explanations as are required. It is clear that no new ground should be turned up, and the Chairman must strictly confine the speaker to the points raised by the objector, else the subject would be endless.

The discretion of the Chairman may be exercised in such cases where a hard-and-fast attachment to the general rule might be unsatisfactory. But as a rule no second speech upon a Motion is admissible save in the form of an explanation.

Putting the Question.

The Mover of the Resolution having exercised his "right of reply," as it is termed, or having waived it, the Chairman may close the debate by putting the Question to the Meeting and obtaining the Votes.

If a Poll be demanded, the Secretary or other tellers should count the Ayes and the Noes, and hand the result to the Chairman, who will declare the numbers for and against the Motion, and declare it carried or lost.

Casting Vote.

Then the question of the Chairman's Vote comes in. By the Poor Law Amendment Act, not only does a Chairman possess a Vote, but (as a Chairman of a Board of Guardians) he may use his Vote and give a Casting Vote besides! This is permitted, but all sensible people will perceive that the neutrality of the Chair is thereby upset.

The Chairman should never vote unless the number of Votes be equal. Then he may exercise his privilege as a Member of the Meeting, and decide the question in virtue of his office. But to give him a Vote in the ordinary way, and to permit him to have the further "Casting Vote," endows him with unfair influence. **Only one Vote.**

Such a proceeding must either add (needlessly) to the majority, and have practically no effect, or it will sink into the minority and die unnoticed, or make both sides equal, and cause a *fiasco.** Let him decide by the Casting Vote when necessary; otherwise his Vote is no use, and it should not be exercised. **Effect of plural Votes.**

Nevertheless, the power of voting twice is recognised, and admitted by Law in Municipal Councils, Boards, and Meetings of Vestries, etc. The House of Commons has no such rule. **It is recognised.**

The foregoing are the General Duties of a Chairman in his office at Meetings. But there are many details to be considered, many side-lights to be thrown upon Procedure and upon general business. It will be noticed that good temper, tact, courtesy, and firmness, are essential to the occupant of the Chair. **Points of detail.**

In a future chapter we will discuss the duties of the Members and Secretary *vis-à-vis* with the Chairman. At present we will

* In the House of Lords courtesy allots the *Non-contents* the victory when a "tie" is called.

proceed to detail the procedure incidental to General Meetings of Limited Liability Companies and Boards' Meetings.

Chairman absent. There is one point, however, which must not be omitted—viz., the accident of a Chairman's absence. It may happen that the usual Chairman is detained, or unexpectedly prevented from attending. This defection must be met as follows :—

Procedure. If there be a Deputy Chairman the difficulty is readily overcome. After waiting some few minutes, in the absence of any information regarding the Chairman, the Deputy-Chairman will occupy the Chair, and proceed to business in the usual manner.

Waiting. There is no compulsory rule which advocates waiting in the absence of any special regulation to the contrary. Business may be entered upon immediately the time fixed for the commencement of the proceedings has arrived. But as a matter of courtesy a few minutes' "law" are allowed. (*See* next chapter.)

Temporary Chairman. The Chairman thus elected is entitled to retain the Chair until the close of the proceedings.

We need scarcely insist upon the desirability of being most careful and impartial in the choice of a Chairman.

CHAPTER III.

GENERAL MEETINGS OF COMPANIES.

GENERAL MEETINGS, at which any Shareholder in or any Member of a Club or Company or Society is entitled to be present, are either Ordinary or Extraordinary; the former being those ordered annually to be held by the Regulations or Rules of the Society. Meetings other than these, or arising out of them, are Extraordinary General Meetings or Special General Meetings, and may be convened by the Directors or at the request of Shareholders. **Of General, Company Meetings.**

The proper notice having been given and the general or special business mentioned, the General Meeting assembles at the hour fixed.

The Chairman of the Meeting is generally the Chairman of the Board of Directors, and the Regulations specify this. At times the Shareholders may, and do, elect another—as provided in the Articles of Association. **Chairman.**

The Chairman of the Board let us say then occupies the Chair (see back if other course be required), and he will ascertain the number

of Shareholders present. If there be a Quorum he will proceed.

Quorum of Members. Subject to the provisions of any Special Articles, if there be not a Quorum within the specified time of waiting, usually one hour; the meeting, *unless* called upon the requisition of Members, shall stand adjourned to the same day in the next week, the same time and place. If the required number be not then present the Chairman shall postpone the Meeting *sine die*. Should the Meeting in the first instance have been convened upon the requisition of Members, and no Quorum appear, the Meeting shall be dissolved after the expiration of the specified time. (For Quorum *see* Table A, Companies' Act 1862, and p. 25.)

Proceedings of Meeting. Supposing that the Quorum be present, the Chairman should state the fact, and call upon the Secretary to read notice of the Meeting and the Minutes of the last Meeting, from the Book.

The Chairman then asks for the approval of the Shareholders to sign the Minutes, if those present consider them correct. If no question be raised, the Chairman signs, and the Minutes are legal evidence of proceedings.

Minutes. If any question as to their faithful representation of the previous proceedings be raised, a discussion will be conducted by him, but *strictly to the point at issue.*

Report and Accounts. The Chairman will then proceed to business, and if the Report and Accounts of the Com-

pany (and its Directors) are to the fore, he will in his speech to the Meeting refer to both, and in all probability analyse the accounts. The Report having been already circulated, will be "taken as read" by those present.

The Chairman should subsequently move "That the Report and Accounts be adopted." Some one will rise and second this Motion, when the Question of their adoption will be put to the Meeting by him.

Discussion by Members.

Now the time has arrived for the inevitable discussion; and as each Shareholder, or Member, rises in his place, the Chairman must ascertain who he is, and name him, so that those present—or the reporters, if any—may be aware of the speaker's identity.

Putting the Question.

When all who please have spoken upon the Accounts, etc., it will be the Chairman's duty to reply to the (it may be) strictures and criticisms, or to acknowledge the praises and satisfaction which have been brought forward. In concluding his remarks, the Chairman will put the Question—viz., "That the Report and the Accounts be adopted. Those who are in favour of the Motion please hold up one hand. Those against!"

The Vote.

The Chairman will count the number of hands held up in each case, and declare the Accounts passed or not, as the case may be. Sometimes the Chairman will call upon the Members present to say "Aye" or "No," and

the respective numbers of voices will soon tell the result. If an Amendment be moved, it must be put first, and a second Amendment to it takes precedence of the first.

Poll. In the case of the election of auditors, or under other circumstances, it may happen that a Poll will be demanded. In such a case the Chairman will accede to the demand, and at some future date, or upon the same day, the business will be carried out. (*See* p. 65.)

Dividends. The Chairman then proceeds to the other business, such as the declaration of dividend, re-election of retiring, or election of new Directors, and so on. Votes of thanks usually conclude the Meeting.

The above constitutes the skeleton of the duties of a Chairman at an ordinary General Meeting, and all Meetings are more or less founded upon the same basis. Of course the details will differ, but the principle is the same throughout. The easiest and most dignified manner of quenching the "bore," or the too fluent speaker, or the obnoxious one who is present in nearly every Meeting, is to rise and move that the Question be put to the Meeting.

Quenching a bore. The Chairman need not actively interfere, but he can readily convey a hint to one of his henchmen, who will rise and take the sense of the Meeting upon the point. If the Motion be seconded and carried, the obnoxious one is quenched. If not, the minority must grin and

bear it, or leave without voting if they are in a hurry.

Courtesy to Members.

A Chairman is not compelled to give a Member a hearing, and of course a Meeting can "howl" any one down if it does not wish to listen to him. But unless under peculiarly warlike circumstances, and in a heated atmosphere, such drastic measures are not often resorted to. "Bear and forbear" should be the motto of every Meeting, and "Speak gently" that of each Member.

CHAPTER IV.

RULES OF MEETINGS.

WE may now go into detail a little more in respect of the various Rules for the Meetings, and the duties of "the Chair," the occupant being by custom, if not by courtesy, identified with that piece of furniture, and addressed as the Chair itself—"Mr. Chairman," or even as "Chair."

Time limit and Quorum.

In our *résumé* of the duties of the Chairman at a General Meeting, which may be accepted as the ground plan of other Meetings, we mentioned the time limit and the need of a Quorum. These are important.

Time limit.

The limit of the time during which a Meeting may wait for its Chairman is usually fifteen minutes. If the duly elected President do not arrive within this time, those present proceed, as already shown, to elect a substitute from amongst themselves.

The Quorum.

But with reference to the necessary Quorum, such a proceeding is impossible. It cannot be created; voluntarily it is formed or is dissipated.

And a Quorum varies with the number of

the Members of an Association or Committee, whether as a Company, Limited, or a Club, or a Parish or County Council, or Board. As the time-limit varies, so does the Quorum, from the minimum of two (except they disagree, when "no meeting" is held) up to the maximum of twenty, which the Companies' Act provides as quite sufficient. **Number of it.**

It may be as well to quote it from Table A. Article 37 runs thus, and is usually accepted as the basis of such arrangements :—

"(37) No business shall be transacted at any General Meeting, except the declaration of a dividend, unless a Quorum of Members is present at the time when the Meeting proceeds to business ; and such Quorum shall be ascertained as follows ; that is to say— **Table A. Rules.**

"If the persons who have taken Shares in the Company at the time of the Meeting do not exceed *ten* in number the Quorum shall be *five.*

"If they exceed ten, there shall be added to the above Quorum one for every *five additional* Members up to fifty ; and one for every *ten* additional Members after fifty, with this limitation, that no Quorum shall in any case exceed twenty." (*See* also next page.) **Proportions.**

In a body of Directors the Quorum would be, and is generally, two or three to five. In a Club Committee of twelve, five is a Quorum. In a Committee of eight or more, four will be necessary to form a Meeting. **Quorum of Directors.**

Quorum of Members and Shares.

The object of this Quorum is to save some Directors or Members the trouble or inconvenience of always attending. In the case of Shareholders, sometimes the number of Shares held by the individuals, as well as the individuals themselves, count in the direction of the Quorum. So a specified number must, in this case, hold a certain amount of the Share Capital of the Company before the Quorum is made.

These are General Rules. In every Association the Articles or Rules lay down the numbers necessary for specific Companies or Clubs, as the founders desire. (*See* p. 25.)

Public Bodies.

Nevertheless, the Quorum of certain bodies in the service of the Public have no such freedom of choice or determination. The Law steps in and paternally lays itself down for the benefit of the Vestryman and the Councillor. Local Boards, and what are termed Municipal Councils, must have one-third of the Members present.

Again, the School Board for London, which numbers fifty-three, is better off, for nine Members are sufficient to constitute a Meeting, though we fancy it is seldom so weak in numbers. The Ordinary School Board is content with a Quorum of three, and by Act of Parliament for the Management of the Metropolis, our Vestries are carefully limited in accordance with their numbers—viz., to

five, seven, and nine, which may represent respectively eighteen, twenty-four, and thirty-six Members—the limit of one-third, as in the case of the Local Board, being abandoned.

In the House of Commons twenty is the limit of a Quorum of a Committee not less than sixty or more than eighty Members. One-third is a very proper limit, up to twenty-two Members, of any Society or Committee. Forty Members is the Quorum of the House of Commons.

Time limit of Quorum.

By the Companies' Act, an hour is the extreme limit of time allotted for the assembling of a Quorum. In our opinion this is too long for ordinary people. Fifteen minutes' grace is quite sufficient for any man of business, and though half an hour is in some cases allowed, we think that the time is too long. The punctual Members are punished, and unpunctual ones encouraged.

The proper time, therefore, a time frequently adopted, is fifteen minutes, and if the missing Members do not attend by that time, the Chairman may declare the Meeting adjourned, or dissolved *sine die*, as may be.

Diminution of Quorum.

It happens that, although the necessary quantum may attend, Members dwindle away in number. If then the Quorum be necessary, the Chairman must insist upon the departing Member or Members resuming their places, or else he should suspend proceedings. Very fre-

quently this is not done, and business proceeds as usual, but it is within the right of any one to direct attention to the absence of the legal or statutory Quorum, and the Meeting may then be suspended for a while to admit of other Members appearing, or of the return of the others who had quitted the room, or the House.

Proceedings.

The necessary Quorum having assembled at the proper time, the Chairman, as already stated, proceeds to business, having the Secretary of the Club or Company, and in many cases the Solicitor of the Company, beside him to assist in the settlement of any legal questions, or in the statement of any matter or business which has demanded, or may demand, the opinion of the Solicitor or of Counsel.

The Secretary reads the Minutes of the previous (General) Meeting, or Board Meeting, or Committee, as the case may be, as a matter of precaution and for the sake of accuracy. The signed and attested Record is legal evidence, and therefore the people who had sanctioned the proceedings must be extremely careful to see that their words and directions are correctly recorded or to be carried out.

The Minutes and their value.

The Minutes embrace all proceedings and resolutions of the Committee, Board, or Company, and their correct entry and neat transcription are absolutely necessary in face of the Act.

The Chairman is not bound to wait until the next Meeting to sign the Minutes, though such waiting is usual. In special cases—such as the production of a Minute Book in court—the Minutes would have to be attested by the Chairman of the Meeting, or of the Company, in advance of the next Meeting.

The usual form of Minutes is known, but for the benefit of those who have never acted as Secretary, we append a form upon which they can model them. The writing should be clear, and sufficiently spaced out to admit of possible emendations, which should be initialled when made, in order to verify the corrections. It is well to leave a margin on one side.

Form of Minutes.

The Form of Minutes.

Minutes of a (General) Meeting of the (Society), held at upon the day of 189 .*

Present:—(Here insert the Chairman first).

John Smith, Esq., in the Chair.

Messrs. So-and-So, and So-and-So—in order.

The notice calling the Meeting was read by the Secretary.

The Minutes of the last General Meeting

* In the case of a Limited Company, the heading would be (say) Third General Meeting of the Bonanza Company, Limited, held on the (31st May, 1894), at (registered office), at (four) o'clock.

held on of , were then read by the Secretary, approved, and signed.

The Report of the Directors, and the statement of the Accounts of the Company were unanimously agreed to, on the Motion of Mr. ——, seconded by Mr.——.

[If the Report, etc., be agreed to be taken as read by the Meeting, this item of the proceedings should be first recorded in the Minutes.]

If an Amendment be moved after the seconding of any Motion, it will appear somewhat as follows:—

It was moved by—— and seconded by —— that the Report and Accounts be adopted.

Thereupon an Amendment was moved by Mr. —— and seconded by Mr. —— that—[then enter the Amendment from the terms of the paper handed to the Chairman.]

This Amendment moved by ——, seconded by ——, was put to the Meeting by the Chairman, and negatived.

The original Proposition was then put and carried, the numbers being——for and—— against.

The various Motions and Resolutions should be entered in the following form:—

"It was moved by ——, seconded by ——, and resolved that"—(here follow the terms of the Resolution). If the Resolution has passed without any dissentient voice, the word "unanimously" may be inserted.

When a Report or Balance Sheet is passed and adopted, it is usual to paste in, or otherwise insert, a copy of such documents in the Minute Book, so that the papers referred to may be in evidence.

The usual Resolution of a Vote of Thanks to the Chairman is frequently signed by the proposer of it, in the Minute Book.

This is the general and most easily acquired form. The Minutes are compiled from rough notes, or from shorthand, taken at the time, care being observed in the transcription of the Resolutions and Amendments, which the Chairman should hand to the Secretary when he has received them from the Movers in writing.

We have now indicated the order of the business so far as the Minutes are concerned. But there are some important points to be considered in relation to the submission of Motions, the making of Amendments, the voting upon them, the taking of a Poll, and such matters, in regard to which the Chairman must have a wary eye.

Let us suppose the Chairman to have assumed the Chair, and the preliminary business already disposed of. The time has come when some one desires to move a Resolution, or to submit some proposal to the Meeting.

Object of any Resolution.

Before going into the details of the Procedure, it may be as well to remark that every Motion brought forward must have relation to

the business of the Meeting at the time. Any other may be ruled out of Order, and no Motions other than those for the furtherance and progress of the purposes of the Meeting, should be permitted.

The duty of the Chairman is herein clear, but by no means easy. "Many men many minds" is a motto which receives much exemplification in a Meeting, and the Chair may come to loggerheads upon the subject of the fitness of the Motion for discussion. We have known cases in which the Chair has been both appealed to, and remonstrated with, by other Members against, and in favour of, a speaker who had in each instance been challenged once by another Member, and on the other occasion checked by the Chairman.

These will be noticed again in the details of the proceedings following in next chapter.

CHAPTER V.

MOTIONS AND AMENDMENTS.

AS is well known, it is Parliamentary custom to give Notice of a Motion. These Notices are published in the newspapers, so that all who are interested in the Question may attend the sitting and vote, or speak, upon it. (*See* end of chapter, p. 44.) **Notice of Motion.**

[There are some occasions in the House when no Notice need be given, such as moving the "Previous Question," or some question of Privilege.]

Generally, in Ordinary Meetings, no Notice is given unless the matter be vital, in which case the notice may be given in the paper convening the Meeting, so that all Shareholders or Members may have the opportunity to be present.

The Mover must rise, and may read from a slip of paper his Proposition, which he should be careful to frame in the *Affirmative Form.* A Motion must *always affirm*, never deny. Something is, or something is to be! That so-and-so *shall*," or "*is* to be," is the framework of the Motion. **Motion in the Affirmative Form.**

Must be seconded. The Mover having read the Proposition, it must be seconded. This may be done very briefly—either by raising the hat, as in the Commons, or in a brief speech, or by simply rising and addressing the Chair with "I beg to second that Proposition." If he do not speak then he may interfere at a later period.

The Chairman, having seen that the Motion has been seconded, reads the Motion, or requests the Secretary to read it, so that its tenor may be grasped by all. (It is then, or later, copied into the Minutes.)

Should no Seconder be found, the Motion lapses at once. But if no one rises to discuss it after it has been moved and seconded, the **Putting it** Chairman will put it to the Meeting, receive the suffrages of the Members, and note those who object, for it is often the case that some may object to the Motion, though they do not care to speak against it.

The verdict of the Meeting is by a show of hands, and the majority, of course, decides the Question.

Amendments. It may happen that an Amendment may be advanced, and this is usually brought forward after the Chairman has read the Resolution—in the following manner:—

"Gentlemen,—The Question that I have to submit to you is, 'That the Salary of the Architect of our Board be increased by an annual sum of Fifty pounds.'" This having

been audibly read, it is then open for discussion, and if any Member present desires to move an Amendment, now is his time.

Should two Members rise, the Chairman should call upon the first who has risen to speak. But if two rise simultaneously, the sense of the Assembly may be taken. The Member most desirable will be called for by the audience, and the Chairman will announce him accordingly. **Opener of Debate.**

The Amendment may take different shapes. It may be what it purports to be, merely a mending or supplemental form of the Motion, embodying some further meanings. Or it may assume the form of a Negative of the Motion, yet it must be couched in the terms of affirmation. Again, it may tend to postpone the Debate, it may move "the Previous Question," and it may be in the form of a proposition for the Adjournment of the Debate. **Forms of Amendment.**

Amendments, like Motions, must always be put in the Affirmative Form, and the speaker to the Amendment must clearly intimate the mode in which he wishes to present his traverse, whether to amend, negative, or banish the original Motion. **Put in the Affirmative.**

If the speaker be cloudy, and apparently uncertain, the Chairman may, after a while, rise to request him to elucidate his views, if he notice any uncertainty or impatience in the. **Of a speaker's views**

audience, in regard to the Mover of the Amendment. But such interference should be sparingly exercised, and always with care and courtesy, for your speaker may resent interruption.

Motion in accord with aim of Meeting.

The Motion—the Original Motion advanced—is, or ought to be, perfectly in accord with the aims of the Meeting as set forth in the Notice.

Object of Amendment.

The Amendment usually substitutes another form of words for the Original Motion, and is generally framed with this intention. A *direct Negative* to a Motion *is not moved as an Amendment.* Such a refusal, or rejection, is carried out by *voting* upon the Question. The Amendment modifies, trims, or suggests an alternative to the Original Motion. Thus some one may move as an Amendment, to insert certain words after "that" with which the Motion commences. Numerous instances are observable in every Parliamentary Debate, as are Amendments "to leave out certain words" of the Original Motion which thus becomes an entirely novel proposition.

No direct negative Motion.

There can be no Motion, properly framed, to put a direct Negative upon anything. This is a simple rule, and should be borne in mind by Chairman and audience alike.

Three methods of Amending

So in Parliamentary Practice there are three methods of advancing Amendments—viz., by omissions, by insertions, and by omission in order to insert other words.

Occasionally an Amendment is moved upon an Amendment. In such a case the Amendment No. 1 is put forward into the position of an Original Motion—or Substantive Motion—itself. The true Original Motion retires out of ken for a while, and the Amendment it gave rise to steps into its place.

Now here we have the well-known formula "that the words proposed to be left out stand part of the Question."

Form of putting the Amendment.

The Amendment to the Original Motion was that a certain paragraph in the Motion be omitted. Some Members desire to retain only a portion of proposed omission. Hence they will try to amend the proposed amendment by leaving out from it the words which are to be retained.

Seconding an Amendment.

The person seconding an Amendment must make his speech, and advance his arguments at the time he rises to second the Amendment. He has no right to interpolate any remarks, as arguments, after he has seconded the said Amendment. The Seconder of a Motion (*see ante*) may reserve his defence after a silent, or formal, seconding.

Of speaking to it.

It is, however, permissible for a Member to speak again when the Original Question has been disposed of.

For instance: When a *new Question is raised* by an Amendment, or by a new Motion, and such is proposed by the Chairman it is

competent for any Member to rise and (if permitted) to speak upon the Motion or any Amendment thereto newly put.

This liberty does *not* extend to an Adjourned Debate upon the *same Question*, though it applies to the *Motion for Adjournment* which raises a New Question.

"The Previous Question."

The PREVIOUS QUESTION which is often moved is merely a device for setting aside, or getting rid of the Motion proposed, without the formality and debate of Amendments, and in fact without any trouble at all. It is simply a very summary way of shelving a Motion, and proceeding with the further business upon the Agenda.

This is the most convenient method of setting aside a non-acceptable proposition, which may put the Chair in a quandary, and to save the President the chance of incurring any odium, or remark, regarding his action, *vis-à-vis*, of the Mover and his supporters. Although the Chairman may wish to close the Motion and "nip it in the bud," he cannot well do so without incurring obloquy — so some one moves "the Previous Question" for him.

Procedure.

A Motion is made, let us assume, and seconded in the usual way. The Question is then put, and in order to keep the voting back some one moves "the Previous Question," which, be it noted, *can only be moved* when the Question on a Substantive Motion is before

the Meeting. It cannot, therefore, be moved upon an Amendment.

The "Previous Question" is a myth—the "Chiltern Hundreds" of debate, so to speak, which is always supposed to be existent, in popular form in the affirmative—viz., "that the Previous Question be now put" (*see* below).

No Amendment can be moved to a Motion after the Motion for the Previous Question has been made, although the latter may be moved after an Amendment has been settled, and the Original, or "Amended Original," Motion is again before the Meeting for the Vote.

The Rule, as explained by Sir R. Palgrave in its new form, is as follows :— **The Rule.**

"A Motion for the Previous Question (*i.e.*, that the Question *be not now put*) shall for all purposes of Order be dealt with as an Amendment. It shall take precedence over all other Amendments." And again :—

"The Proposal for the Previous Question is prefaced with the words used in proposing an Amendment, thus : The Chairman says,—

"'The Original Question was this : That so-and-so, etc., since when the Previous Question has been proposed.

"'The Question is that the Original Question be not now put.'"

"If no Debate occurs the Chairman takes the Votes upon these Questions."

Use of "the Previous Question."

The Motion of "the Previous Question," it will be seen, is an extremely useful weapon as a means whereby a Motion undesirable, but not irregular, or out of Order, may be set aside. It may be perfectly admissible *as a Motion*, but most inconvenient to discuss. The Chairman cannot *forbid it* being discussed, though the time of the Meeting be thereby wasted. The Motion of the Previous Question, then, is just a Motion for proceeding with business, and for getting rid of undesirable discussion.

Motion for Adjournment.

The Motion for Adjournment has been mentioned, and should be commented on. This Motion may be made at any time during a debate, and may be repeated, with some little necessary variations, frequently. It is another method of setting aside an undesirable Motion, but should not be indulged in by any one not sustained by the majority, for it is an invidious Motion, save when used for the perfectly legitimate purpose of postponing a debate until a more convenient season.

Procedure.

As soon as ever the Motion for Adjournment of the Meeting, or "That the Chairman do leave the Chair," be moved and seconded, the Chairman is compelled to put it immediately as a New Question, in the usual form—thus :—

"The Question now is that this Meeting be adjourned"; or, "The Question is that the Chairman do now leave the Chair."

If this be carried the Meeting stands adjourned; but sometimes an Amendment is moved to fix the time or date of resumption of Proceedings. Then the Question is again put in the usual formal manner.

Movement of Adjournment. Rules.

But the Motion for Adjournment cannot be made or supported by any person who has already intervened in the debate upon the specific Motion then before the Meeting—nor by any one who has moved or seconded an Amendment to that Motion. The same rules will apply to these Motions for Adjournment as to the Previous Question, and until a new Question be put, no one who has already spoken in connection with the "present" Motion, can be permitted to intervene.

Of course the very fact of some one making the Motion for the Adjournment, and its being seconded, releases the former speakers. The embargo is immediately removed, because a New Question has been put from the Chair, and the original Motion sinks out of sight, temporarily.

We have, then, considered the manner and the procedure of making a Motion and an Amendment. The Motion is declared in a sentence, affirmatively, crystallised and short, but it may, as in a case lately at a Meeting, be split up into several Motions, each of which had to be proposed separately, seconded, and put to the Meeting.

Motions put "en bloc" and "seriatim."

The occasion was a General Meeting, and the Motion was that the Committee of the Institution be re-elected—as previously—*en bloc*. This Motion was seconded, and the Chairman rose to put the Question, when an Amendment was made that each Member of the Committee be elected separately.

This Amendment was seconded, and the New Question put to the Meeting. It was carried, and so seven different Motions had to be made, seconded, and put to the Meeting, every one of which Questions were carried without any dissentient voice, although the alteration in procedure had been carried by a large majority of the Meeting.

It may happen that a Motion upon another subject includes several clauses, and if so, the Motion must then be put in paragraphs or instalments. A Motion thus written out must be so put, as in the cases seconded above (which the writer put), as a separate Question, and embodied in a separate Resolution if agreed to.

In this way a long debate may be initiated and carried on, because any one may speak upon the New Questions as put from the Chair, though as a matter of practice, the general, and in truth, the real debate takes place upon the first clause of the Motion, as speakers to that usually say all they have to say upon the whole subject, and practically whittle the

debate down to the discussion upon the first paragraph before them.

Nevertheless, the various clauses must be proposed and put, whatever the chances of the speakers may be in the end regarding the later clauses.

Rights of Members.

We have so far in this chapter considered the various Motions and Amendments which Members of Meetings are entitled to make. Each Member, it should be recollected, has *a right* as a Member to make a Motion or to second one, and to speak upon it, if he be in Order.

Chairman's duty to listen.

The Chairman, moreover, though he detest the speaker and his principles, must listen, and give the person the opportunity he desires, unless he (the would-be speaker) is objectionable to the majority of the audience. Even then he should claim indulgence for the man.

But he may move a Resolution if he be not welcome as a speaker, and the Chairman must be careful to assist him in making the Motion. If he be not seconded it drops, so noisy Members may be quiet in that assurance. There is nothing to prevent any properly qualified Member from proposing a Motion or from seconding one—and the Chairman *must* give such persons facilities.

The Question is then put before the Meeting. They may do as they please with the bone of contention thus cast into their midst—it is their own to accept or repudiate; but they cannot

help having it placed before them if they remain and vote.

We will treat briefly of this matter of voting after we have spoken of the usual Parliamentary Procedure as regards Motions, etc.

I. Parliamentary Procedure.

Notices of Motion, Voting, Putting the Question, etc., etc.

As remarked "in another place" in this book, the Orders of the Day in Parliament constitute the "Agenda" of the House. The Notices of Motion are given by Members named by the Speaker in succession from the list before him. When a Member is thus called upon, he rises, reads his Notice, and seats himself as soon as convenient. This procedure is repeated until the list is exhausted.

It often happens that the Member who has given Notice is not disposed to give the intended Notice, generally because he perceives that the chances of his ever being heard on the particular day for which he has put down his name are small, in consequence of others being before him.

He therefore expresses his intention to postpone his Notice of Motion for the time being and so when his name is called he does not read the Notice. He courteously raises his

hat, and bowing to Mr. Speaker, who has called him, thereby intimates to him that he does not wish to accept the place on the list which has been allotted him.

This position on the list before the Speaker is a matter of chance, as it may appear, for, though each Member desirous of giving Notice has written his name on the list—numbered in the margin, and ruled—the calling early or late is a matter of lot. For instance :—

Suppose a ruled paper with numbers in the left-hand margin. Against each number (say 1 to 40) a Member writes his name. There are then duplicate numbers put into a ballot-box, and when business commences the Clerk at the Table, like Jack Horner, "puts in his thumb" and pulls out a number—whichever he happens to seize. It may be No. 1 or 40, or any intermediate number.

The Clerk referred to then announces the number. The Speaker looks down the list for, say, No. 24, as announced, and calls out the name of the Member which is written opposite 24 on the paper. He thus gets first choice of the days vacant within a month, and secures the best place for his Motion on the open days—Tuesdays, Wednesdays, and Fridays.

"Putting the Question" in the House is practised as in other assemblies, or, rather, the latter have imitated the former. But it should

be remarked that in the House of Commons the division is first taken upon the Original Motion, and not on an Amendment. Suppose a Bill is introduced: the Original Motion is "That the Matchbox Bill be now read a second time," and some one has moved an Amendment "That the word 'now' be omitted and 'this day six months' inserted." The Speaker then states the facts as follows—mentioning the title of the Bill—in the prescribed form, viz.:—

"The Original Motion was that this Bill be now read a second time.

"Since then, an Amendment has been made to leave out the word 'now' and insert the words 'this day six months.'"*

On the Original Question the House will divide, and as the division goes so is the Speaker's decision. The voting has been described. Those Members in favour of the proposition "That the Bill be now read a second time" (the Original Motion) will cry "Aye!" those in favour of the Amendment will shout "No!"

The Speaker then declares his impression of the sounds, and whichever side he imagines has the more voices he declares "has it." "I think the 'Ayes' have it," he may say. But the "Noes" deny this, and the House is closed for a division, two tellers being appointed on each side—those on the Government

* The form of death-warrant for Bills.

side being the Whips, the Mover and Seconder being for the Amendment they made.

Two minutes by the glass is the period allowed for Members to come in, and many are at times shut out. The reading, writing, and dining-rooms, the smoking-room, and the terrace are deserted when the electric bells go ringing and the sand-glass is running faster than the Members themselves. Then the cry of "Order!" announces that the two-minutes'-worth of sand is run out. The doors are locked, and no one can enter now. Silence in the House!

The Question is put to the House—full again—and then the "Ayes" and "Noes" file off into their respective lobbies right and left, the "tellers" in pairs one of each together. The clerks "tick" off the list of the men as they pass in. The tellers call the numbers in each lobby and announce them to the principal teller, who reads them to the Speaker, handing him the paper to announce the result to the House.

Should the numbers "tie" the Speaker gives the Casting Vote as he thinks fit. The Motion is thus carried or negatived, and the Bill is ordered to be read a second time or it is withdrawn.

No division can be taken unless there are two "tellers," though one Member may challenge the decision of the Speaker as to

the "Ayes" having it. If one do thus challenge the ruling, the Member must name his tellers or submit.*

The Speaker of the House, or the Chairman of Ways and Means, may, in gauging the sense of the House, determine the limit of discussion, and "put the Question" if a Motion be made to that effect on his suggestion. But the Motion must be supported by more than two hundred Members (unless it is opposed by less than forty and supported by more than one hundred Members) to be decided in the affirmative on division. This is the "Closure" Rule.

The Speaker or Chairman may also stop an irrelevant speech. (*See* Sir T. Erskine May's "Parliamentary Practice" for further details.)

* It *has* happened that there were two tellers appointed, but no supporters. Yet the division was called.

NOTE.—In Committee of *Supply* the Amendment precedes the Original Motion. This is the only case in Parliamentary usage where the Amendment is decided before the Original Question.

CHAPTER VI.

FORMS OF AMENDMENTS: THEIR PHRASEOLOGY AND CONSTRUCTION.

Of Amendments.

ON a former page we met the distinction which is familiar to all who attend Meetings between the different forms of Amendments. But the wording of them, the terms in which they are put, are not so familiar, and we have known listeners become hopelessly bewildered by the various Amendments. Such individuals usually ended by voting for the views against which they had been roundly inveighing a few minutes previously.

As we have stated, the ordinary forms of Amendment are those which omit words of the Motion, those which insert words into the Original Motion, and those which act both ways —viz., leave out some words and insert others.

Students of Parliamentary Procedure will remember the formulæ employed :—

"That the words proposed to be left out stand part of the Question."

"It is suggested or proposed to insert so-and-so, that," etc.

"That the words 'so-and-so' be omitted, and the words 'so-and-so' be inserted instead thereof."

Illustration of Procedure by omission of words.

If we take a not uncommon form of illustration of a Motion—"That the Salary of the Medical Officer be increased by a sum of £50 from this date, on approval by the Committee."

An Amendment is moved to this to omit the words "on approval by the Committee." The Amendment being seconded, the Chairman rises and says,—

"The Question was that the Salary of the Medical Officer be increased by a sum of £50 from this date, on approval by the Committee.

"An Amendment has been made to leave out the words 'on approval,' etc.

"The Question now is, That the words proposed to be omitted stand part of the Question."

Votes.

The Members present then vote, and their relative Votes, for and against, are taken. In the case of an equal number upon each side, the Chairman gives a Casting Vote.

In this case, if the "Ayes" have it, the Amendment is, of course, lost. The words remain, and the Motion is open for discussion in its Original Form.

Amendment to Amendment.

If no further Amendment be advanced the Motion is put in its Original Form. But if an Amendment has been moved to the former Amendment the latter becomes temporarily the Original Motion, as it were, the Main

Question being set aside, until the Amendment to the Amendment is put from the Chair in the usual way, by stating the Original Question, the proposed Amendment, and the Amendment to the Amendment.*

(Here careless Members are apt to become fogged, and they should listen attentively to the words to be left out, substituted, or altered.)

If, however, in the above case the Amendment be carried, the words "on approval by the Committee" are omitted, and the Chairman puts to the Meeting the Motion without the said words. Thus :—

"The Question as amended (or the Main Question as amended) is 'That the Salary of the Medical Officer be increased by £50 from this date."

The voting is then proceeded with, and the officer receives the addition to which his talents, no doubt, entitle him.

By inserting words.

The same manner of proceeding is adopted when the Amendment seeks to *insert* certain words into the original Motion.

Supposing that the Motion already made

* A case may arise in which the words proposed to be struck out occur in the middle of the sentence, and their omission renders the sentence nonsense.

Some other words must then inevitably be placed in the sentence; so the Amendment is amended as explained above, and the Proposition in this new guise is submitted by the Chairman to the Meeting.

were altered so that it read "That the Salary of the Medical Officer of the Bolingbroke Institution be increased £50 from this date," the Chairman would proceed in the way already indicated, by stating the Original Question; then he would say,—

"An Amendment has been made to insert the words 'of the Bolingbroke Institution' after "officer." The Question is that the words suggested be inserted."

The Amendment, if carried, so far alters the Original Motion, which is put as amended.

But if the Amendment be not carried, the Motion is put to the Meeting in the Original Form.

By substitution of words.

Precisely the same business is carried on upon the occasion of the substitution of words in lieu of others. The Original Motion is put, and the Chairman proceeds as follows :—

"Since then the following Amendment has been proposed—viz., to omit the words "so-and-so," and to adopt the following words instead thereof—viz., "so-and-so."

"The Question is, 'That so-and-so (the original words) stand part of the Question.'"

If these original words are retained, the Amendment falls to the ground. If not, the Question becomes that of the insertion of the suggested words, and as this is carried, the Original Question, as amended, is then put to the Meeting and voted upon.

Non-agreement to any form of words

It is possible, but most unlikely, that no form of words may prove agreeable, and after a discussion, if the Motion (or Amendment) be not received, it should be abandoned, or the Motion itself should be withdrawn by its sponsors, with the consent of the Meeting.

Amendments in Company's Meeting

The practice of dealing with Amendments in the Company Meetings is simpler than the Parliamentary method, though founded upon the same principles.

Unless at a special meeting, any one can move an Amendment, though sometimes Amendments are purposely excluded by the terms of the Notice of Meeting.

Limit of the Amendments.

The Amendment must keep within the terms of said Notice. If not it cannot be put from the Chair.

A discussion may arise upon this point of Order—whether the Amendment be admissible. The Company's legal adviser, who should be present upon these occasions, can decide such fine points.

How put.

The Amendment is put shortly at Company Meetings, thus:—

"The Original Question was, 'That so-and-so.'

"To this an Amendment is moved, 'That so-and-so.'

"Those in favour of the Amendment hold up one hand,

"Those against the Amendment hold up one hand."

Then the verdict is pronounced, and business proceeds.

When more than one Amendment is moved they are, in turn, treated as alternative Motions. If one is carried, the Original Motion lapses if the Amendment be a rival Motion. In other cases the Amendment "amends" only, and is *embodied in* the Original Motion, as already detailed.

CHAPTER VII.

REGARDING THE WITHDRAWAL OF MOTIONS.—CLOSURE.

I. Methods of Withdrawal.

"WITH the consent of the Meeting." This is the permission which must be sought before the Motion, once moved and seconded, can be withdrawn. At least, this is the strict, and to our idea, the correct method, though we have known instances in which the Motion has been permitted by the Chairman to be withdrawn after the mere expression of the Mover's willingness to do so, or by the Chairman's own request. Motions withdrawn.

The view we enunciated a few pages back, that "a Motion when moved and seconded is in the custody of the Meeting," is the correct one; and, logically, it must be so. The subject is cast into the arena, and ceases to be the property, or, at any rate, ceases to be entirely at the disposal, or under the control, of the Mover and Seconder.

If this were not so, any one might propose a Motion and withdraw it, although several present were very desirous to thrash it out.

Methods of Withdrawal.

The method of Withdrawal is very simple, and the person who made the original Proposition is the person most fitted to withdraw it, which he will do, if present, with the consent of his Seconder. Should the Mover not be present, yet consenting, the Seconder may rise and request permission to withdraw the Motion standing in So-and-So's name, seconded by himself.

This Withdrawal must, of course, be arranged and carried out before the Question is submitted to the Meeting. The Mover, or the Seconder in his absence, may perceive that the Motion has no chance of success, that the speeches already made have divested it of any merit, and in fact that the Vote will cast the utmost ridicule upon the Sponsors.

Therefore, before the Chairman rises to put the Question to the Meeting, the Mover may fitly ask permission to withdraw his Motion.

The Seconder should also express his desire to have the Proposition withdrawn, and the Chairman will then ask the Members present if *they* wish the Motion to be withdrawn.

Putting the Question of Withdrawal.

If no one expresses any dissent to the Question put by the Chairman in the usual way—viz., "Gentlemen, you have heard Mr. ——. Is it your pleasure that the Motion moved by him, and seconded by Mr. ——, be withdrawn?"—the President announces that the Motion is, with leave, withdrawn.

Withdrawal of Amendment.

As Amendments are put to the Meeting before the Original Motion, so are they withdrawn. To withdraw an Original Motion which has been already amended, we must ask the Meeting to agree to the suppression of the Amendment already agreed to.

Such Amendment, if made, cannot be withdrawn, even with the consent of the Meeting, unless the Mover and Seconder (or certainly the Mover) of the Amendment agree to this course.

The Chairman, therefore, upon the expressed desire or agreement of the Mover of the Original Motion to withdraw his proposition *after* the Amendment has been made—*not put to the Meeting*—must obtain the verdict from the audience, with the consent of the Mover of the Amendment, whether it may be withdrawn.

There are thus wheels within wheels; the Mover of the Amendment must assist in getting his Proposition out of the way before the Original Motion can be backed out.

If Amendment be negatived.

Should the Amendment have been made, put, and *negatived*, the way is clear, and the Mover of the Original Motion may proceed to withdraw it if he wish to.

If carried.

Should the Amendment have been put and *carried*, of course the Original Motion is no more, and, being non-existent, cannot be withdrawn.

The Chairman should clearly dissociate the arguments concerning the Motion for *withdrawal* from the Main Question, and permit only the former subject to be discussed (when once it has appeared) until it be settled.

One man one speech.

The "one man one speech" principle should in this, as in every instance, be adopted on each Motion, else the Debate may drag its slow length along, and those who do not wish to speak, but who have fixed ideas and wish to vote, may be detained, to their great loss and detriment.

Long speaking undesirable.

There is a great tendency to speak inherent in some men. The majority are too diffident to rush in, but if irrelevant matter be permitted, or speeches of inordinate length not checked, business will certainly suffer.

"Sharp's the Word and quick's the Motion" is an excellent motto for a Meeting.

II. Closure Proceedings.

The Closure.

The usual method of the Parliamentary Procedure as regards Closure and the Gag is pretty well understood now in consequence of late proceedings. We do not contemplate in our Meetings any such methods, nor do we imagine that the stifling of inconvenient debate is likely to be thought necessary in ordinary Assemblies where no political "fads" have to be passed to please a clique or a party.

We need not, then, go into the question of moving the Closure for the purpose of stifling debate and of crushing opponents unheard, for party—not State—purposes. We will only regard the more respectable method of quenching the fire of debate, as practised by legitimate or non-legitimate methods, when absolutely necessary for the conduct of business and the protection of the Chairman.

Not to be used unfairly.

No unfair or terrorising means to close a debate should ever be resorted to; yet it often occurs that a discussion is needlessly prolonged, and perhaps purposely prolonged, by some individual. It then may be desirable to close the Debate by protest—either by howling the speaker down or by the interference of the Chairman.

Closing Debate gently.

If the mind of the Meeting be evidently made up upon the Question practice sanctions the Closure being put by means of a Motion, "That the Question be now put." Any one may rise and make this Motion which, if it be seconded, can be put to the Meeting by the Chairman, who is bound to put it, and must not be intimidated or interrupted in this obvious duty.

The Question is put, when and if no reply is made—for there is a right of Reply—the Original Question under discussion is put, consequent upon the vote for the close of the Debate.

Putting the Closure.

The Motion thus made to put the Question will necessarily cause an interruption of the person who is then speaking. But such an interference is, under the circumstances, quite within the Mover's rights while a Member is speaking, and the Motion may be made, by the practice of some Meetings, after the Debate has been continued for an hour.

Limits of speech.

There are limits also to the speech of the Mover and Seconder, five minutes being sufficient for any speech for or against the Motion thus put, which may be directed against the original discussion, or against an Amendment upon the original discussion. Nevertheless, if the Motion for the putting of the Question be carried by those present, the Member who made the original Motion under dispute should be called upon to close the Debate in reply (ere the Closure be adopted) as usual.

Rights of Chairman to quench speech.

It is within the province of the Chairman to warn a Member, or speaker, to desist, and the Chairman may, under certain circumstances, call some one else to proceed with the discussion, and failing him, call the Original Mover of the Question to reply to the opposers, and then close the Debate by putting the Question in the usual manner.

"Next business."

Motions for proceeding "to next business," or for the Adjournment, may also be made, but in all these three cases, common sense, and

common practice, decree that no speeches be made by the Seconders of such Motions, nor should any speech admissible exceed five minutes.

Chairman the Ruler.

The Chairman is, of course, the authority, and with him the decision of the Question will rest ultimately, for he holds the scales and can throw his Vote into either, as he pleases.

Failure of Closure.

Should the Motion be decided in favour of the continuance of the Debate, and the Motion for the Closure be rejected, a reasonable period must elapse before another Motion for Adjournment or Closure be permitted.

This second Motion must be regulated in the same manner as the foregoing, and should not be made nor seconded by the same individuals who moved and seconded the former Question for Adjournment or Closure.

Chairman's duty.

The Chairman must, in such circumstances, be firm and decided in his procedure, careful to be within the Rules and Regulations governing the Company or Board; and in any legal point he should seek the assistance of the solicitor, who should be present. In the absence of the legal adviser, the Chairman should consult the Acts, Articles, and Notice of the Meeting, which govern all the Proceedings of the Meetings of Members of Joint Stock Companies.

It is hardly necessary to add that Order

must be strictly observed, and no interruption permitted.

Mr. Gladstone on Closure.

The opinion of the Right Hon. W. E. Gladstone upon the Closure is worth quoting, as showing his objection to the somewhat brutal method of Parliamentary Tactics. That there are occasions in which Closure is advisable is undeniable—irrelevance, and time-killing speeches deserve to be crushed, when the evident majority of a meeting is distinctly in favour of a measure of a really non-controversial character, and do not wish to hear side-issues. On such occasions Closure *may* be brought to bear. But to wantonly crush debate, to stifle discussion, for party or other purposes, in order to pass a measure objectionable to a large minority, is unfair, cruel, and despotic. It is, therefore, all the more gratifying to find one's views supported by such a great authority as that quoted—who is nothing if not consistent.

Mr. Gladstone says, in reference to the Irish Crimes Act:—

"... The debates were of some length, but nothing like what has often been known in discussing Irish measures; and there was brought down upon us that blessed instrument called the Closure, which, I think, as devised by the present Government, might be very fairly compared with the 'boot' which was used in the time of Charles II., with the thumb-

screw which is familiar to all students of mediæval history, and with a large number of instruments whose names and whose purpose it would not be desirable to recall to your recollection. The long and the short of it is this—that I think about half of that Bill, or at all events a large portion of that Bill, containing many important provisions, was absolutely cut out from discussion in detail, and carried through Committee by means of that blessed invention called the Closure."

The Rule for Closure "Putting the Question" already referred to is as under. (*See* also Chapter V.)

"When it shall appear to Mr. Speaker or to the Chairman of Ways and Means in a Committee of the whole House during any Debate, that the subject has been adequately discussed, and that it is the evident sense of the House or of the Committee that the Question be now put, he may so inform the House or the Committee; and if a Motion be made "That the Question be now put," Mr. Speaker or the Chairman shall put such Question, and if the same be decided in the affirmative, the Question under discussion shall be put forthwith.

"Provided that the Question "That the Question be now put" shall not be decided in the affirmative if a division be taken, unless—

"(*a*) It shall appear to have been supported by more than two hundred Members; or,

"(*b*) Unless it shall appear to have been opposed by less than forty Members, and supported by more than one hundred Members."

CHAPTER VIII.

POLLING AND VOTING.

WE may suppose a Debate closed. All the speakers for and against the Motion, alternately if possible, have had their say, and the Question is put by the Chairman in the usual manner.

"The Question before the Meeting is 'That So-and-So' [reading it]. Those who are of that opinion hold up one hand. Those who are of contrary opinion hold up one hand."

Suppose the Ayes have it. The Chairman declares the Motion carried.

The Poll.

But a Poll may be demanded. That is, some one in the audience is of opinion that the Chairman has erred in his conclusion; or, if the Vote have been taken by the expression of Ayes and Noes, that his ears have deceived him.

This individual, therefore, challenges the decision before it is passed as a Resolution, and demands a Poll (or counting) of each Voter.

Poll and regulations.

Now, unless there be a Rule to the contrary, any Question may be submitted to the test of

a Poll; but the call for a Poll must, of course, be strictly in accordance with the regulations of the Company or Institution.

Conditions of Poll.

For instance, in a Company (Limited), the regulations may insist upon certain qualifications. The individual or individuals must have, let us say, a certain holding of Share capital in the Company; or certain conditions may be attached to the demand, such as it must be made in writing, and presented at a certain time. These conditions the Chairman must recognise.

The person or persons will demand the Poll in writing, stating their names and holdings of Shares, and the Motion upon which a Poll is demanded.

Their qualifications having been verified by the Secretary, for which purpose the Share Register should be in evidence, the Chairman should enumerate the request of the parties, and agree thereto.

Time and place.

He will then fix the time (and the place) for the Poll, which may be taken immediately, or may be fixed for a future date if it be desirable to have the Votes of all the Members, or of some Members not present at that Meeting.

If necessary, the Chairman may adjourn the Meeting for this purpose; but the Poll may be taken immediately if no specific rule exist to the contrary.

Nevertheless, it may be entirely within the discretion of the Chairman as to the time at which the Poll should be taken. Article 43 of the Table A, Companies' Act, 1862, provides as follows :—

"If a Poll be demanded by five or more Members, it shall be taken *in such a manner as the Chairman directs* ; and the result of such Poll shall be deemed to be the Resolution of the Company in General Meeting. In the case of an equality of Votes, the Chairman shall be entitled to a Second, or Casting Vote." Table A on Polls.

As regards the number of Votes, Article 44 declares that—

"Every Member shall have one Vote for every Share up to ten. He shall have an additional Vote for every five Shares beyond the first ten Shares up to one hundred, and an additional Vote for every ten Shares beyond the first hundred Shares.

"No Member can vote at a General Meeting unless all calls due from him have been paid.

"No Member can vote in respect of any Share which he has acquired by transfer at any Meeting held after the expiration of three months from the registration of the Company, unless he has been possessed of the Share in respect of which he claims to vote for at least three months previously to the time of holding the Meeting at which he proposes to vote."

But, generally, the number of Votes must

depend upon the Rules of the Company, for Table A is not suited for every Company, and nearly every private Company possesses its own Articles of Association, and denies Table A entirely.

If there be no stipulation as to Votes, each Member is credited with one Vote only, or one Vote for each Share he personally holds (with a certain limit, perhaps).

Postponement of Poll.

If the Poll is not immediately taken it may be very awkward, and so ordinarily the Poll is proceeded with at once, and the iron is struck while hot. But, as a usual practice in important questions, the Poll is taken on the next day, or the next but one, when Members can vote (by Proxy or otherwise) if competent to do so.

As regards the directions as to taking the Poll in such a manner as the Chairman directs, Mr. Palmer points out that if the Poll, as in Table A, is to be taken in such a manner as the Chairman directs, it is doubtful whether it can legally be taken at once. Sir R. Palgrave, however, states that "if under legal provision a Poll is held in such a manner as the Chairman directs, it has been determined that the Chairman may direct that the Poll shall be taken by the same Meeting at which the demand is made."

Summary Polls.

For our own part, we should, if convenient, have the Poll at once, "as the Chairman

might direct." If not, the clause has no meaning.

When a large Poll is taken, Members usually write their names for or against the Motion on a list prepared for the occasion by the Secretary. This list or form gives the information required respecting the Voters, their number of Shares, etc., whether by proxy, etc., and the Votes, whether for or against the Motion. **Method of Polling.**

Any one can then see at a glance the state of the Poll, and whether the proper conditions have been complied with.

Scrutineers are usually appointed to take the Poll, if the division be an important one.

When the Poll is "closed," the Votes are counted and the report made to the Chairman, who will announce the result to the Meeting. This is a very simple matter, though in some instances the personal Votes and the Proxies are taken separately, and then added together.

Proxies are permissible under certain restrictions which regulations lay down. The proxy paper is generally impressed with a (penny) stamp; sometimes the stamp is merely stuck on the instrument. The stamp in this form should be cancelled by the person executing the Proxy. **Proxies.**

The form of instrument appointing a Proxy is described in Clause 51, Table A, of the Companies' Act. If it be required for more

than one Meeting it must bear a ten-shilling stamp. The proxy is only available for one Meeting, or any adjournment of it. A proxy must write his own name in the list, and that of the Member for whom he is proxy, and lodge it twenty-four hours before the Meeting.

Proxies, as such, are not available when a Poll *is requested*, nor when voting is by holding up the hand, in the usual manner—a "show of hands," as it is termed. On these occasions Members must vote personally, *see* p. 68, *et seq.*

Abstention from voting.

Numerous instances have arisen in which some Members, although present, have not recorded their Votes. They have listened to the discussion, but have abstained from voting upon some plea, perhaps thinking that any responsibility is thereby avoided, or unwilling to vote against a friend or to agree with an enemy. "Trimming" is not wholly without its penalties, however.

When Vote must be given and avoided.

In Parliamentary practice, we know, the Member must vote if he is present in the House at the Division, and, equally, no Member can vote unless he happens to be present when the Speaker puts the Question. But this procedure does not invariably obtain outside the House. There is no compulsion in the matter in ordinary Meetings.

"Trimming."

Nevertheless, we have known cases in which Members, by declining to vote after hearing the discussion, have fancied that they neither

countenanced nor disapproved of a measure—Members who wished to please both parties, and who had no opinion of their own, apparently, upon the Question.

This sitting on the fence—an attitude representative of Mr. Facing-both-ways—has its penalties. *The Member who is silent is held to give consent.* He is generally regarded as having agreed with the majority, unless he, no matter how briefly, express dissent. Any excuse which he may make afterwards will not avail, and will be regarded very properly with contempt. He may or may not vote, he may or may not speak, but if he have any intelligent interest in the subject he will surely do one or the other! To listen in silence and refrain from voting is a waste of time, and such a Member had better leave the Meeting before the Division is called for.

Duties of, Members.

And this brings us to another question. We have commented fully upon the duties of the Chairman, and have indicated and explained the general methods of procedure in Meetings, from the Chairman's point of view principally. We will now proceed to reason upon the duty of the Member, or the speaker to the Question, *vis-à-vis* with the Meeting and the Chair. Let us leave the particular for the general.

CHAPTER IX.

ONE'S DUTY TO ONE'S NEIGHBOUR AT MEETINGS.

I. The Chairman.

Chairman's duty to Members of Meeting.

WHETHER the person be Chairman or an ordinary Member of a Meeting, he is equally expected to be courteous and to behave properly and in a gentlemanly manner to those with whom he is brought in contact.

This rule—an unwritten, and sometimes unobserved, rule—should be universal. No Chairman should lose his self-control nor consider inquiries as personally offensive or detrimental to his dignity.

A Shareholder who has entrusted his money to the care of a certain set of men has a perfectly legitimate right to inquire concerning the use those men are making of it. To attempt to browbeat a man because his holding may be comparatively small, is cowardly and mean. The Shareholder may have put in *all he had*, and to find fault, and to be unduly captious, because an individual seeks information concerning his whole available capital, is wrong, contemptible, and indicative of weakness.

Power of Chairman.

The Chairman of a Meeting has very great power and influence, and he therefore should be most careful not to give any one a wrong impression. He will be strongly supported, if only because he knows his own mind, and numerous Shareholders who do not, and who cannot make up what mind they possess upon the matter, will follow the Chairman's lead like sheep.

Looking, therefore, to the influence wielded by the Chairman, he should be most careful in his conduct and language if he would escape censure, directly or indirectly.

Not long ago the Shares of a certain railway went up with a bound when the report was spread that the Chairman of the Company was about to resign. What a commentary upon his management! The removal of the incubus, the removal of the drag or weight, lightened the stock. Even the prospect of the removal was rejoiced in.

Arbitrary conduct of Chairman.

Such a sentence upon the arbitrary Chairman must have been humiliating to him. Nearly always the heat of a discussion is caused by friction between the Directors and Shareholders. This friction sometimes generates such a condition of the component atoms of the Meeting that a stormy scene ensues, in which personalities are exchanged, and undignified accusations or remarks are indulged in.

Order! The Chairman will, of course, exert himself to keep Order, and if not a proper man will be offensive. He will support, and be supported by, his co-directors, and, if they have not quite a clear record, they will attempt to stifle discussion. Naturally, in the most flagrant cases of mismanagement the Chairman will endeavour to suppress all questions, and to put down the Shareholders.

This is understood, and should be more clearly understood, by Shareholders. The Chairman, if he be inclined to run off the track, has great liberty in that direction. He is aware that the Courts are very loth to interfere in the internal economy of Registered Companies, for not unnaturally the Court of Equity argues that Shareholders should be strong enough to act for themselves. As they elected the Chairman, let them now depose him. They have the power; let them wield it, and not go crying to their legal protector to save them from their quondam friend.

Unscrupulous Chairmen. The Chairman, if unscrupulous, may hoodwink the Shareholders and ruin them, a result to which his high position in society, his apparently unblemished character, his suavity of manner, and open-handedness, all and each contribute, instead of acting as warnings, and beacons of danger and breakers ahead.

Conduct of Chair. No Chairman, then, if he would escape

comment of an unpleasant character, should ever permit himself to lose his temper, to free his tongue over much, or to attack his Shareholders. He should explain and reply to questions simply, plainly, or have them so explained under his authority.

He should sternly put down all interruptions, and assist his due authority. But as he is tenacious of his rights, let him be tolerant of the rights of others, and remember that Chairmen and Directors are after all the appointed administrators of the Shareholders—the Servants and Trustees of hundreds of trusting people, whose welfare they should protect.

Hence, let the Chairman regard toleration as a virtue, and his own self-respect, as well as respect for others, a necessary adjunct of his office and position.

II. The Member, or Shareholder.

We remarked just now that if a person be present at a Meeting he is, to a certain extent, answerable and responsible for what passes. He countenances the proceedings by his presence, and, therefore, is a consenting party; and even if a man be absent, he, having had notice of the purpose for which the Meeting was called, may be assumed to have consented to the proceedings. For, having had the opportunity to go, and being acquainted

Member's duty in Meeting.

with the business on the notice-paper, he could have protested, if he pleased to do so, by attending and speaking.

This is, of course, assuming his ordinary ability to attend personally. Otherwise, he should have appointed a Proxy.

As to Speaking. Every Member has a right to speak, but every Member is not afforded the opportunity. But if a Member of an Institution or Company make himself well acquainted with the business of the same, he will soon be seen by the Chairman, and his remarks will be listened to with respectful attention. In fact, every Member really, as a matter of principle, owes it to the rest to be *au courant* with the business in which he and others are associated.

Attention necessary. It is therefore a duty, if sometimes an unwelcome duty, to attend the Meetings, and to hear the proceedings. No doubt we can read the report in the Newspapers, or in the printed statement of the proceedings, but we often see that questions have been asked and answered in which we ourselves are interested, and on which, had we been present, we could have enlightened the Meeting. Thus we have lost an opportunity, and one which might have redounded to our credit.

Keep Order. The same remarks which have been applied to the Chairman as regards his treatment of the Members apply to the individual Members

themselves. Every one should do his utmost to assist in keeping Order in the Meetings, to preserve silence when silence is desirable, but to insist upon the Meeting being treated fairly, and each Member impartially.

Instance of intolerance.

The writer can recall an occasion on which, when he was Chairman, a Member rose and called attention to a point of Order as to time. The gentleman then speaking against a Motion said that the interrupter had also spoken for two minutes beyond the time agreed upon.

The statement was correct, but the interrupter had conveniently forgotten that his side had claimed, and had been allowed, three minutes' grace, to conclude the argument which his adversary was then attacking successfully!

The "Chair" ruled impartially, and the argument was continued by the speaker for the equivalent period.

Here was a partisan want of courtesy, of which no one should have been guilty. The objector should have remembered to do to others as he would be done by. Justice to all is, or should be, an essential feature of a Meeting. In public affairs we should not shirk our responsibilities.

Unfit Members.

In Parish and such Meetings feelings sometimes get the better of those present; and can any spectacle be more ridiculous and more condemnatory of the fitness of the rulers to rule when they cannot even rule their own

tongues? In Vestries and School Boards, and such places, the motto Better is he that ruleth his speech than he that taketh a city, should be suspended and displayed.

A good sign. Of course we are not now referring to mere differences of opinion in any Meeting, but to the expression of them. The sheep-like following is always to be deprecated. It is a healthy sign when Members rise and contend in wordy warfare, without personal rancour or anger. But the duty of every one to his neighbour should be observed, and opinions may be ridiculed—not the man himself.

Obedience. Again, each Member should, as a question of Order, support the Chairman. Every one should remember that the "Chair" is the Ruler, and that each one is bound to obey it. No Member should dispute the Chairman's authority or ruling. Let him seek to upset the appointment at a future time, but the Chairman is supreme, and must be respected.

The speaker to, or against a Motion should remember that the time of the Assembly is valuable. He should not travel away from the subject he is attempting to elucidate or to argue upon. Let him be clear, short-winded, concise. Let him never *insinuate* anything against an opponent. Such a course only brings its condemnation. If true, the fact can

be substantiated. If untrue it should never be thought of again. The insinuation is the stab in the back, all the more deadly; and it can be, moreover, denied, removed, but the wound and the effect remain.

Let the speaker not include *motive* in his speech. Facts are only to be dealt with; the arguments and effects, the Motion or Proposition laid down, may be traversed *qua* arguments, etc., not as personalities. The golden rule for the speaker is, "Courtesy to an opponent, Respect for one's self!" A golden rule.

An individual may always remember that he can assist the Meeting by only rising once to speak upon a Motion or Amendment. His rights extend to every new Question put, but only to one speech on one Question, unless in the way of correction or explanation.

Above all, be manly and independent! Have the courage of your opinions, and do not cast your Vote in the Chairman's favour *because* he is Chairman! Be he Chairman or Prime Minister, or any other official, do not be led blindly for the purposes of party—an "item," of no account, touched as a voting machine, a "promise in the slot," to make you turn out a mechanically arranged Vote for "Party"! Mechanical Voters.

Such creatures are only laughed at, and condemned, by the men who make tools of them, and, when used, throw them aside!

CHAPTER X.

THE SOCIAL CHAIRMAN AND HIS DUTIES.

The Dinner Chairman.

WE have written a great deal concerning the "Company" Chairman, the Chairman of a Meeting, and the President of a Board; but there is another phase in the duties of a Chairman, and that includes the social aspect—the Dinner Chairman.

To some men the duties connected with the Chair are gall and wormwood, most unpalatable. To others the occupation of any prominent position is misery—not because they are shy, or even nervous, but because they are self-conscious, and fear the observation and observations of their colleagues or *convives*.

To those whom it may concern.

To such we venture to address this chapter out of our experience, and bid those who suffer be cured. To know is to be strong—and it is so easy in practice.

In this connection speech-making comes in, and if the reader cares to study a little volume published by this Firm,* he will find in it hints,

* "Speeches and Toasts" (Ward, Lock & Bowden, Limited).

and the framework of after-dinner and other speaking, which, in the course of this chapter, space will only permit us to glance at.

The Chairman of a social gathering should not go to the function weary or worried. He should, if possible, put aside all the business cares which may have oppressed him during the day (or morning), and attend to his pleasant duties without any *arrière pensée*. He will then be able to display the cheerful countenance so desirable, without any recourse to the oil of Eastern application and without wine to assist his cheerfulness.

Duty to guests.

The Chairman should see that *his guests* are properly seated with reference to himself, and it is as well in some smaller gatherings that he should be acquainted with the names and positions, both actual and in a business sense, of those around him. Thus informed by a secretary or assistant, the Chairman, of no matter how large a gathering, is acquainted with the actual social standing of those over whom he has been called to preside.

This knowledge, as any one may perceive, is likely to be of great service to the Chairman in the course of the evening, when speeches are being made, and he may find it necessary to refer to some of those at table. The less apparent the efforts in the direction of gaining this knowledge are, the better. Any whispered queries, or louder inquiry, sent

round as regards the identity of some well-known individuals may meet their ears, and will not sound pleasantly to them.

It is, therefore, most desirable that the Chairman should know not only who is actually present, but Who is Who, and Which is Which, and their various relationships. Should he know this, he will save the otherwise inevitable questions, avoid offending those who may be tenacious of recognition, and prove himself to be a tactician!

Secretary's help, and plan of Dinner.

The Chairman may cause his assistant or secretary to prepare, or to have prepared, a plan of the dinner-tables at which the place of every guest is marked, and his name printed. This plan is easily arranged, and distributed, if necessary, amongst the guests. Each individual then is immediately made acquainted with his own place at one or other of the tables, or at the table if there be but one.

Not only so, but the Chairman is at a glance assured as to the presence or absence of any particular individual, and his place, if present; while the names of those present warn him not to—or may encourage him to—speak upon certain topics in certain circumstances, as such topics agree with his views.

Besides this obvious advantage of being in possession of a key to the board before him, and being able by its means to look into the

composition of the table, the Chairman and his guests are mutually made acquainted with each other, and each other's places and positions.

It is very often judicious for a Chairman, if of high standing, or a great favourite, to refer to my friend Mr. So-and-So, who is seated at "such a place." The person thus referred to and selected for mention is the more pleased if his acquaintance with the Chairman is slight. The table-plan has thus an advantage which the judicious Chairman will seize.

Procedure.

The Chairman of the social gathering—a dinner, as we are supposing—having seen his guests seated at his side, will either request the Toast-master to call Grace, or, if no such functionary be present, will himself ask the chaplain or some other clergyman to say Grace, the Company remaining standing.

This preliminary duty performed—perhaps by the Chairman himself—the Company are seated, and dinner is proceeded with.

Grace be said.

In this place, let me point out so that the readers may avoid an exhibition of bad taste which is occasionally flippantly indulged in with regard to Grace. No Grace is better than a mockery of thanksgiving, and some would-be witty people think it funny to burlesque the function, and raise a laugh by repeating some anecdote, or travestie, of Grace before meat.

Independently of the wickedness of this conduct, the Chairman should consider the feelings of those seated at table, some of whom may be shocked and disgusted, though far from being strait-laced in general matters of worldly business or pleasure. Things sacred should be delicately handled, and it is with regret that one sometimes sees even clergymen acting with carelessness and even apologetically, in the discharge of their sacred function.

The Chairman should, therefore, be careful in the administration of the Grace, so that it be seriously given, and by him, at least, devoutly received, with remembrance of the Giver of all good things.

Dinner duties.

While the Dinner is proceeding the Chairman will, of course, naturally concentrate his attention upon his immediate neighbours, possibly his own guests, or, at any rate, the most influential portion of the Company. If he be a man of the world and of affairs, we cannot venture to give him any hints. His knowledge and tact will steer him through the shoals and past the dry places of conversation, without our assistance.

Such a Chairman will know the subject best calculated to unbutton his neighbour's confidence. He will assail the individual with the topic the addressee best understands, or is best acquainted with, being, moreover,

mindful to avoid all controversial questions, unless he is sure of his auditory.

As a General Rule in Social Gatherings Politics and Religion are a mistake. To introduce either is, as a rule, tantamount to casting a firebrand into the "haggart," and the flame quickly spreads if fanned. Let the judicious Chairman, therefore, avoid both the Scylla and Charybdis of Social Meetings. **Subjects taboo.**

[The same General Rule should apply also to the Chairman of a small Club-dinner, on an ordinary occasion, and the smaller the gathering the more difficult it is to entertain. Each one is more or less shy in commencing the conversation, or in making it general. Hence the party is broken at once into its component parts. Each man seeks his "chum" next him, and converses, perhaps, in a low tone, while the single diner, or the comparative stranger, or "chum" number two, sits dumb, crumbling his bread, or reading for the hundredth time the "Menu," which he is already tired of ere he is half through it prandially. **Small Meetings.**

The Social Chairman will set this uneasiness at rest. He may, in one of the many pauses, address some guest by name, and ask him some questions concerning which he (the Chairman) is aware the man is curious, or in which he is interested, and at the same time, by mentioning the name of a neighbour of the

silent one at table, serve as introducer, and lead these strangers to each other to discuss the topic, whether it be photography, mountaineering, literature, art, or science topics.

The Chairman, who should be acquainted with the tastes of his guests in this last suppositious case, will thus take care to interest each one so far as he can, being content when "the ball is rolling" to retire, and permit the conversation to flow past him, if need be, so that his *convives* have the enjoyment.

As host. In this and some other respects the Chairman should play the host rather than the part of the President, and, unless he be of extraordinary ability, or a man who occupies public attention, he should be chary of asserting his personality, and of making his voice dominant to the interruption of others. If called upon to relate an anecdote let him do so, but he should be desirous to promote the harmony and the sociability of the company generally, rather than to assert himself, except in those duties which, as Chairman, he must carry out.]

These last few paragraphs within brackets refer more particularly to the small social gatherings of small Clubs, which meet infrequently, and at which the Members may be comparative strangers. It is, however, fortunately the case that in the smallest fellowship there are one or two individuals who are

generally disposed to conversation, and who cast purposely a small harmless bone of contention, or scrap of debatable matter of an innocuous character upon the board.

On such morsels some guests surely pounce, and then, like so many hens, the others rush after the favoured one, who hurries round with the scrap of news, which all are eager to hear. Thus the dulness is illuminated, the coldness disappears, the ice is broken, and geniality reigns.

Taking wine.

We will suppose the Dinner progressing. At a certain time, about the middle of the Feast, the Chairman takes wine with the Company.

If the gathering be small and friendly, the Chairman rises and says,—

"Gentlemen, or Brother Members ('Savages,' 'Whitefriars,' or whatever the general designation of the Members may be), 'the Chairman' (or 'I') will be pleased to take a glass of wine with you."

The Company respond, standing up (if formal), and the Chairman seats himself, the conversation is renewed, and the function passes in a moment.

But at large dinners the Toast-master gives the word: "Gentlemen to the right of the Chair, the Chairman (or His Lordship) will take wine with you!"

The Chairman rises, bows to the right, and

the guests on his right respond; and so in turn, shortly after, to the other side. This is the only ordinary duty of the Chairman during Dinner.

Toasts, etc.

After Dinner the duties of the Chairman commence in earnest.

It is generally the Toast-master who calls "Silence for Grace," knocking the table so as to assure the needed silence; or the Chairman, if there be no Toast-master, may call Grace, and request the Choir to sing it, if there be a Glee-party present, for the entertainment to follow.

"You may Smoke."

This Grace is said (or sung) all upstanding, and if the Company desire to Smoke, as is usually the case, the Chairman will, immediately after Grace, give the toast of "The Queen" ere he sit down again. The Choir will sing a verse of the National Anthem, Guests joining in the chorus, and when this duty has been performed—not before—the Chairman gives the desired permission to Smoke.

There are different opinions, of course, in this age, concerning the postponement of Smoking until the Queen's health is "disposed of." But we venture to think that such postponement is correct and proper. The delay is very short, and the Loyal Toast should, in our opinion, precede all other functions of the after-dinner, save Grace.

At any rate, at all Dinners at which the writer has had anything to do, this Rule has been, and will always be, observed, and has hitherto been invariably acquiesced in, even if one or two fanatical smokers have grumbled at the three minutes' delay.

Duty Toasts.

This brings us to the question of the Toasts which it is the Chairman's duty to propose. They, of course, vary in number, according to the place and the occasion. Generally they number three—"The Queen and Royal Family"; the Toast of the Evening, which is "Prosperity" to the Institution or Club; and "The Guests of the Evening"; though the last is often relegated to another Member.

To these may be added others, as may be deemed necessary; but the Chairman is generally content with them and with "returning thanks" for his own health being drank. In some cases the Mayor and Sheriffs, or the Lord Mayor and the Sheriffs, and other functionaries, must be separately toasted. The Vicar; the County or other Members; the Churchwardens; the Army and Navy, and Volunteers. And such toasts are proposed by the Chairman.

Again, the Houses of Parliament, the Bishop and Clergy of the Diocese, Her Majesty's Ministers, Her Majesty's Judges, the Lord-Lieutenant, Magistrates, and other Institutions, have to be toasted upon many and various

occasions by the Chairman at public and semi-public Dinners and Banquets.

Chairman's characteristics.

To perform these duties satisfactorily he must be a man of resource, and must not repeat himself—nor must he be too lengthy in his remarks. Prolixity is fatal to a Chairman at Dinner. He must seize the point of his remarks, hold it, expatiate upon it, not wandering far afield, and perhaps losing it altogether when floundering in the search.

The Chairman should, therefore, write his speeches out, and, having the gist of them before him, or in his head, deliver them, with such occasional comment as may seem desirable, to the audience. Humour is generally appreciated in a Chairman; and lightness of touch, in all cases in which the subject admits of it, and sympathy always, will tell admirably with the listeners.

Meantime, the Chairman must keep his eyes open, and exercise his authority in any case wherein it may be called for—in commanding silence, in keeping the waiters out of the room, if necessary in arranging the programme, and announcing, or calling upon, the *Artistes* to sing or play. These are all necessary points—taking care also to name those present who are connected with any toast he may propose.

The Chairman will thus name certain of the Guests to reply for the Houses of Parliament, and, in connection with the toasts, down to

the Visitors, or Vice-Chairman perhaps. When *Artistes* are present the Chairman should be careful that some one—if not he himself—shall propose for them a Vote of Thanks for their services and entertainment.

These are the principal duties which the Social Dinner Chairman must perform. They vary with the occasion; but, as ample notice is usually given, the Chairman has no excuse—if he accept the position—for forgetting his responsibilities. Nor is such excuse polite to those with whom he is seated, and a Chairman should remember that such an engagement is an honour which, if accepted, should be honourably carried out.

Excuses.

To send an excuse at the last moment, unless illness or some casualty which cannot be avoided have occurred, is an insult to the expected Company, and should be resented. The person guilty of such a solecism would probably be the first—being a selfish—person to complain if one "threw him over." A golden rule is, "If you promise perform, if possible, by any means, unheeding personal inconvenience."

Punctuality.

Then, again, Punctuality is a virtue everywhere, but nowhere more so than at Dinners or Entertainments. The best and busiest men are always the most punctual. Your quasi-busy man is frequently late, because he procrastinates, and permits interference with his

time. There are, of course, cases unavoidable; but an engagement made many days before is like a special train; the lines should be clear for it, and it should keep time right royally.

To be later than the generally ample margin provided is bad taste, and rude. Unpunctuality throws out the arrangements, and tends to spoil the dinner. The temper of those kept waiting is not improved either; so the Chairman who is regardful of his popularity will not keep his *convives* waiting unduly.

Assistant. We have supposed the Chairman to make himself acquainted with all the necessary details; but the Stewards, or in some cases the Secretary, will supply any information. The Chairman should, therefore, always have an Assistant within call—one who will ascertain any information he may require, or who will "post him up" in details, if necessary, and communicate to the respondents to the various toasts the duties respectively required of them.

Speeches. As regards Speeches. This is hardly the place in which to discuss or detail them, and it is impossible to give them at length in these pages. We can only suggest that the Chairman be brief and to the point, as a general rule. Of course, under certain circumstances, brevity, like flippancy, is not wit, nor the soul thereof. The subject will demand

breadth of treatment and elaboration. But something under half an hour is the extent which any telling after-dinner speech should reach, and twenty minutes is generally sufficient for the principal toast to be explained. The others can be got rid of in five to ten minutes each with perfect propriety, with justice to themselves and to the speech-maker.

CHAPTER XI.

THE CHAIRMAN OF A COMMITTEE.

WE do not propose to go into the question of the Chairman of the House of Commons Committee, or Chairman of Committee of the House, who assumes the place of the Speaker, and rules the Debate or Discussion. Nor, on the other hand, is it necessary to interest ourselves in the ordinary business of the Club Committee or such Assembly, already treated of in the foregoing pages under "Meetings."

General Committees.

We propose, with the assistance of the directions laid down by Mr. C. Eales and Sir R. Palgrave, to devote a few pages to the proceedings of a Committee appointed for some specific purpose by the House of Commons or other representative body, and to glance at the approved Rules which govern such appointments.

Chairmen of.

As regards the appointment of Chairman, we may properly follow the regulations sanctioned by the usage of the House of Commons in the case of Select Committees.

Special Committees.

It frequently happens that an investigation

by men of varying and extensive knowledge is required. Therefore a special Committee of an Institution or of the body of Members of a Society is demanded. This Assembly will contain men of special knowledge and qualifications, capable of receiving evidence, and of compelling the attendance of witnesses, and of framing a Report with clerical assistance.

Selection of the Members.

The necessary steps are then taken to select the proper men, and this is done either by direct nomination or by selection confirmed at the Meeting. The names are submitted to the general body of the Members, who approve or disapprove, as they think desirable, until the Committee be empanelled.

(As regards Committees of Directors, or of other Committees, *see* farther on, p. 102.)

The Quorum of the Committee.

The Committee having been selected, the first question to fix is the number necessary for a *Quorum*. This question has been already considered, and *one-third* of the number of the Committee may safely be fixed as the needed Quorum. We find that of a special Committee of fifteen, five is the number established by custom of the House of Commons, and in no case should less than three, or four, be the Quorum when the Committee numbers more than eight Members. Two constitute a very unsatisfactory Quorum, and such would give rise to remark, and open the door to collusion.

Minimum and Maximum.

Three, therefore, is the least, and twenty the

greatest, number of a Quorum of Committees ranging between ten and eighty Members; one-third being the *maximum* general standard.

The *Quorum* decided (and, in the case of Select Committees or General Committees of the House of Commons, Parliament fixes the number), the Committee first sets itself to select and elect its Chairman. But there is usually what is termed an "*Order of Reference*," which lays down the lines upon which the Committee's train is to run, and the limits of its conduct. Such an Order can, of course, be either permissive or obligatory—that is to say, it can indicate or command the principles upon which the Committee shall proceed. The Body, or Committee, appointing the Select Committee, can thus limit the functions of its creature, or it may give it wide discretion by ordaining that the Committee "be empowered to do" such-and-such things. The loophole thus caused tends to widen the prospect of the business, while the decision that "the Committee shall" do so-and-so closes the ground and limits the powers of the Members.

Order of Reference.

["Parliamentary practice ordains that Notice should be given both of this instruction and of the Order of Reference. The nomination of a Committee, and the names offered in Amendment, or Substitution, for those on the list also demand a Notice."—*Palgrave.*]

Powers of Committee.

The Committee, thus furnished with powers,

and having its Quorum fixed, is ready to elect a Chairman from its body. This is done at the first time of assembling.

Chairman of Committee.

In the case of a Select Committee of the House of Commons, the Parliamentary routine, as stated in the election of the Speaker, is followed in the manner already described—viz., the "Question" is put after a Motion has been made, or even after various Members have been nominated.

The Secretary, or Clerk, will then put the Question—or it may be put by a temporary Chairman, who occupies the position for the purpose, not being himself a candidate.

Procedure in electing Chairman.

If there be two or more candidates nominated for the office, the Question is put thus:—

"A Motion has been made by Mr. ——, and seconded, that Mr. A. J—— do take the Chair of this Committee.

"Another Motion has been made by Mr. ——, and seconded, that Mr. J. A—— do take the Chair of the Committee."

On this occasion the Secretary or Clerk puts the Question; the first Motion first. The Question is—

"That Mr. A. J—— do take the Chair of this Committee." The Members then vote in the usual manner, and if the "Ayes" carry the election Mr. A. J—— ascends to the Chair. If the "Noes" have it, then the

second Motion is put and (possibly) carried. A third candidate may be moved and finally elected if Mr. J. A—— (candidate No. 2) be rejected.

No Chairman. In smaller Committees a Chairman may not be elected at all, or if elected may be prevented from attending upon some occasion. At such times a temporary Chairman is moved into his place. The Chairman of such a Meeting shall possess all the rights and privileges of the true Chairman, and shall decide Questions, when necessary, by his Casting Vote.

Procedure of Members. "In Committee" the Member is not restricted to speaking, or to Motions, as in Parliamentary Debate. He need not rise to address the Chair, as is usual in other Meetings; he can speak as frequently as he has a mind to; and he is not in need of a Seconder if he wishes to "move." Thus it will be perceived that Members of Committee are not so restricted in their Procedure as Members in General Meeting.

Again, a Committee may adjourn itself at any time, or arrange to meet at any time the majority of Members may decide. The decisions are arrived at by voting in the usual manner—and when arrived at should show no difference of opinion.

Members' opinions. It is contrary to practice and not admissible for any Member to affix a contrary opinion to

a Report. (We remember an Army Select Committee showed such a deviation from Rules.) "But no counter-statement nor protest from the minority should accompany any Report.

"If a Chairman signs a Report it should only be by way of authentication."—*Palgrave.*

Committee's Report

The Report of the Committee is generally drafted out first, and considered, by paragraphs, subject to Amendments as in ordinary cases, and the Vote of the Members being taken upon the Question being put—"That paragraph (No. so-and-so)," or "paragraph (so-and-so) as now amended," stand part of the Question.

The Original Draft is usually entered in the Minute Book, and is then considered to have been "read a first time." When this is accepted, the Motion "That the Draft Report be now read a Second Time" is made—and is carried, let us say. It is then read as stated in paragraphs which are successively passed as read or as amended.

[It may be that some other Member may move another Report. If so, when the Motion is made to read the former Draft Report "a second time," an Amendment is moved in favour of Report No. 2, and voted on as usual. It is necessary that *both* Drafts be entered on the Minutes under their respective authors' names.]

"If any fresh paragraph be inserted or proposed to be inserted as the Report proceeds, each paragraph is proposed as an Amendment to the Draft Report."—*Palgrave.*

The Report, when finished, is voted to be sent up to the House, or other body, who appointed the Committee, in the usual way, the Question being put by the Chairman of the Committee "That the Report," etc.

Fate of Report of Committee.

The Report of the Committee, whether in Draft form or as a series of Resolutions, is then sent in to the Governing Body, who are assembled to consider it — it may be, in General Meeting—and it is proceeded with in the usual way, being read by the Secretary to the Meeting.

The Chairman then may move that the Report be agreed to, and it may be accepted at once. But strict Parliamentary Procedure decides that the Chairman move "That the Report be read a second time," immediately.

This opens the door for criticism as the first Motion would do, and after the Chairman's Motion in any case, Members can disapprove, amend, and criticise the Report of the Committee, care being taken by the Chairman that nothing contrary to the scope and object of the Committee's Report (and of the Original Instructions) be permitted to be raised. Only relevant Amendments can be

considered, and these will, of course, tend to upset the Report, or to its reconsideration by the same or another Committee.

But if the Motion of the Chairman as to the adoption (or Second Reading) be carried by the Meeting, of course the Question is determined, and no further discussion is permissible beyond word-amendments. The Meeting has, by its Vote, sanctioned the *principle* of the Report, and it cannot be rejected — *quâ* Report. It may, however, be polished up, so to speak, and in some respects modified, but the actual aim and object of the Report cannot be altered—the *body* of it remains.

Submitting Report for consideration.

The writer has been on Committees where such a course was adopted by the Chairman on a Draft Report, which he read to the Members. The Report had been adopted, but was submitted for improvement, and discussed for effect, paragraph by paragraph, several verbal Amendments being made before the Report was finally "agreed to."

When this climax had been reached, the Meeting set about the consideration of the means to be adopted for carrying out the recommendations of the Report. Suggestions were made, considered, and decided on when, but not until, the Meeting was satisfied.

This is the usual procedure, which is based upon the ordinary mode of business-conduct. It is often a lucrative employment, this

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"Select Committee" business, and the attendance is usually pretty regular! There is usually a sufficient *Quorum* at the appointed hour of Meeting.

It may be remarked that in Parliament while the Speaker is addressed by his *title*, the Chairman of Committees is, when in the Chair, addressed by his *name*.

Committees of Directors.

Sub-Committees.

When the Board meets it often happens that the Members form various Committees. The County Council, for instance, divided themselves into Finance, Fire Brigade, and numerous other Committees, with a view to undertaking certain duties and reporting to the main body the result of their researches. The Council then, by the general body of its Members, decided upon the course to be pursued.

Their object.

Such Committees relieve the Council, or the Board which appoints them, of a considerable quantity of routine business and investigation or inquiry, which is not agreeable to every one, and is to some natures sweet and palatable. To pry and delve is to some a congenial occupation. So there are Members who discharge these inquisitorial functions admirably for the Board, or Council, and leave the latter free to occupy itself with weighty and important matters, and with the consideration of the Reports of the Committees.

There should be an Agenda Book at these Meetings of the Board, and, according to the decisions arrived at, the proceedings are all entered by the Secretary, or other proper official, into the Minute Book of the Proceedings of the Meetings. We have already indicated the General Form of such Minutes, and there is no need to repeat the illustration; but the Agenda Book is slightly different, and may be described as a Minute Book in two columns, in the former of which the Secretary enters the matters to be dealt with at the Meeting of the Board, commencing with the reading of the Minutes of the last Meeting, and taking in order subsequently the business items ready for discussion and decision.

Procedure

Agenda.

On the left hand side the Agenda are entered, and the manner in which they are disposed of is then written opposite. Thus, for example :—

AGENDA. MEETING OF BOARD—JUNE 189-.

Minutes—last Meeting .	Read, confirmed, signed.
Report of Fire Committee	Adopted.
Report of General Purposes Committee .	Read, and consideration postponed.
Bank Account Book .	Produced, and Balance found to be £—.
Resignation of Mr. —— .	Letter resigning read, and his resignation regretfully accepted. Secretary wrote to that effect.
and so on.	

These entries are subsequently written out legibly, in proper style, amplified with the names of all present, as shown already on page 29.

Rules for Sub-Committee.

Articles of Association or Regulations sometimes provide that even one Director may constitute a Committee in himself. More generally the Committee consists of three, or perhaps two Members, and such Committee is appointed by Resolution of the Board of Directors.

A Committee may likewise appoint some of their number a Sub-Committee to ascertain certain points connected with objects they have in view, and give the Sub-Committee power to deal with the Question fully and even to carry out their decisions for the benefit of the Society. But in all important business matters a Report should be made, and the Committee itself, or the Board, should decide the matters investigated, or submit them to the General Meeting, according to circumstances and Regulations.

Table A. on Committees.

Table A of the Companies' Act directs that (Clause 68) "The Directors may delegate any of their powers to Committees consisting of such Member or Members of their body as they think fit: any Committee so formed shall, in the exercise of the powers so delegated, conform to any regulation that may be imposed on them by the Directors.

"(69) A Committee may elect a Chairman of their Meetings: if no such Chairman is elected, or if he is not present at the time appointed for holding the same the Members present shall choose one of their number to be Chairman of such Meeting.

"(70) A Committee may meet and adjourn as they think proper: questions arising at any Meeting shall be determined by a majority of Votes of the Members present: and in case of an equality of Votes the Chairman shall have a Second or Casting Vote.

"(71) All acts done by any Meeting of the Directors, or of a Committee of Directors, or by any person acting as a Director shall, notwithstanding it be afterwards discovered that there was some defect in the appointment of any such Directors or persons acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed, and was qualified to be a Director."

These clauses sum up the legal aspect of the Committee in the cases of Companies.

Parliamentary Committees.

Committee of the House

If a Measure has passed the second reading, the House considers it "in Committee," which is, to all intents and purposes, the same as considering it in the House—the Committee being "of the whole House," with a difference.

The President is a Chairman in a chair set for the purpose, and Members may speak as often as they can.

Subsequently the Bill is "reported" to the House. This is not a useless formality, for though the Committee is of the whole House, in all probability comparatively few Members attend the Committee. This answers to the Report stage already mentioned, and the Reported Bill may be then amended and even rejected. But if accepted by the Commons it must pass the Lords ere it becomes law.

Of Supply. "COMMITTEE OF SUPPLY" needs no explanation. Its meaning is evident.

Procedure in STANDING COMMITTEES is the same as in Select Committees. The Quorum is twenty, the number of Members is between sixty and eighty, with certain provisos. The Chairman is selected from a certain "Panel" of six, or not less than four, who elect the Chairman from their body.

Standing Committee. The Reports of Standing Committees are treated as Reports of the "whole House Committee," provided that the provisions of the Standing Orders shall not apply to Bills reported by Standing Committees.

APPENDIX A

A Brief Résumé of Points to be remembered at a Meeting mentioned in the foregoing pages.

THE CHAIR.

Rules for Chairman

CHAIRMAN'S authority should be absolute in Meeting. When CHAIRMAN is speaking Silence must be observed by others present.

When Votes are equal on opposite sides the CHAIRMAN gives the Casting Vote.

When speaking is irregular, out of Order, or irrelevant, the CHAIRMAN may interfere—and should do so. The CHAIRMAN may even stop irrelevant speech.

When Meeting becomes noisy the CHAIRMAN may leave the Chair, and adjourn the Meeting; so no further business can be legally carried on.

The CHAIRMAN is always addressed by a Member standing up.

The CHAIRMAN calls upon the first of two Members who may rise. If two rise simultaneously, the Members present usually decide who is to speak of those two, by calling upon him.

The decision of the CHAIRMAN should be obeyed.

OF MOTIONS.

Motions

All MOTIONS must be in writing, and in the Affirmative Form. They must be seconded.

[Purely formal Motions are exempt from this rule, as regards being handed in in writing.]

No MOTION which has been already decided can be reproduced, whether in the same or other form, at a Meeting.

A MOTION may be withdrawn *before* the Question on it has been put to the Meeting, if leave be obtained by the Mover, with consent of the Seconder.

MOTIONS which aim at Amendment or any formal change of procedure; the adjournment of the Debate on "the Previous Question," are considered as new subjects for discussion, and a Member may, without impropriety, speak upon such new Question as if he had not spoken upon the Original one, which is under Amendment or ban.

OF AMENDMENTS.

Amendments

All AMENDMENTS must be intelligible and relevant to the Motion.

An Amendment may be made to a suggested or proposed Amendment when the Chairman puts the Question of the Amendment to the Members.

An AMENDMENT to *add words in a Motion* can only be made by adding—not by deleting—words. For instance, if an Amendment be proposed to a sentence which has been decided "shall stand part" of a Question, more words must be interpolated; words *cannot be omitted*—the words are fixed by Resolution.

If an Amendment has been made to words in the middle of a Motion, and some one seeks to amend the beginning of the same Motion, the Amendment to the amended one cannot be put until the way is cleared and the Motion is restored to its original state by the withdrawal of the Amendment proposed first.

Only one Amendment should be proposed at a time.

An Amendment may be withdrawn on the same terms as a Motion. (*See* above.)

Amendments must be seconded, and should, as a rule, be handed up in writing to the Chair.

No Amendment which is substantively the same as a former (decided) Amendment may be put at the same Meeting. (*See* Motions.)

OF SPEAKING.

Speaking.

Speeches must be clear, and relevant to the Motion before the Meeting.

No Member may speak Twice to the same

Question. A Member may, however, reply to objections and make explanations; and the Mover of a Motion has the right to reply, but his speech in reply concludes the discussion.

No reply is admissible for the Mover of a purely formal Motion, such as adjournment, etc. The Motion to which the privilege is attached must be "substantive."

No Speech can be made after the Question has been put, and carried or negatived.

Any Member may speak to a point of Order, it being understood that he rises "to Order."

No Speaker can "call" another to Order. The Chairman alone can properly do this. A Member may, of course, rise to call the Chairman's attention to "Disorder," but the decision rests with the Chair.

No Question should be put to the Vote so long as any Member is desirous of speaking on it, or of moving an Amendment to it.

SECRETARIAL DUTIES.

Secretary's duties.

These vary with the Company or Association in which the Secretary is employed. The individual may be Secretary to a Railroad Company, to a Limited Liability Company, to a Board, a Hospital, or Club.

All these have a basis of business which helps the official upon his way, but the details are different. The duties, therefore, of a Secretary depend a good deal upon the nature of the Society and its extent. In all Companies the general duties of the Secretary are:—

To attend all the Meetings (which he, moreover, has summoned) of Company, Directors, or even of Committee if desired.

To read the Notice convening the Meeting and the Minutes of previous Meeting.

To keep the Agenda Book and the Minutes' Book of the Company and Directors' proceedings.

To issue all Notices to Members, Shareholders, Directors, and in small Societies to Committee-men (of Clubs, etc.).

To conduct or supervise all correspondence with the Shareholders with regard to Shares, Transfers, etc., and general correspondence in many institutions.

To keep the Company's Books, such as the Members' Register, Share Ledger, and Transfer Ledger.

To make due and proper Returns as required to the Registrar of Joint Stock Companies.

Besides such duties to the Directors or Committee of Institutions or Clubs, the Secretary or Hon. Secretary has some social duties to perform in the way of welcoming guests and paying them little courtesies in the temporary absence of their hosts or friends. A good deal of the popularity of a Club, particularly a small, social Club, will depend on the tact and *savoir faire* of the Honorary Secretary. His duties will include the arrangement of the weekly or monthly Dinners, the collection of the Annual Subscriptions, and the Fees; the arrangement of any Entertainments of the Club or Society; and the entertainment of Club Guests, etc.

This Hon. Sec. will also call the Committee together at certain periods, and keep a diligent eye upon the general arrangements of the Club—the newspapers, complaints, and so on, so as to make all smooth as far as possible.

These are the General Principles on which the Secretary should work, and he should be able to prompt, and "coach" the Chairman, if necessary, in the Agenda and Procedure (and the proceedings), of the Meeting. He should at a dinner of the Society be ready with all lists, and have the places marked, and, in fact, be social, pleasant, useful, pain-saving, and verily he shall deserve—but in all probability will *not* receive—a vote of thanks.

APPENDIX B.

Forms of Procedure and of Minutes for the use of Chairmen and Secretaries—Agenda.

I. Memoranda of Procedure at Meetings, when Chairman is seated.

(*a*) To call upon Secretary to read the Minutes of the last Meeting.

(*b*) To inquire if it be the wish of Members that these Minutes be signed as truly representing the facts of the previous Meeting. If assent be given—

(*c*) To sign the Minutes.

(*d*) To receive any Motions which Members may advance. To have them duly seconded, and to put them to the Meeting in the prescribed form.

(*e*) Either now or before the hearing of Motions to go through the Agenda Paper placed before the Chairman by Secretary, and finish *routine* business.

[N.B.—This business is best concluded ere any new Motions by Members are heard.]

(*f*) Close Meetings.

II. Memorandum of Procedure when no Chairman is appointed.

(*a*) Proceed to elect Chairman. (*See* page 4.)

(*b*) Chairman, when elected, to read Notice convening the Meeting, and announce its objects.

(*c*) Proceed as per paragraph (*d*), and sequel, above.

(*d*) Conclude and close Meeting, or adjourn it.

N.B.—The Agenda should contain all business. The Agenda of the House of Commons is termed "The Orders of the Day."

III. Memorandum of Procedure respecting the disposal of Committee's Report.

(*a*) The Committee having handed in the Report to the Chairman of the appointing body assembled in Meeting, the Chairman shall call upon the Secretary to read the said Report.

(*b*) The Motion then should be made—(the Chairman should explain this)—"that the Report be "received" or "adopted." In the former case (the reception), it is signified that the Report is for the Meeting; in the second case, the Report is for publication.

(*c*) The Motion should be seconded in the usual manner, and if the Motion be agreed to, the next Motion will be "That the Report be entered in the Minutes"; *or* "That" (if *adopted*) "the Report be printed and published." Either of these Motions, when made, must be seconded.

[There is no need to move the entry of an adopted Report on the Minutes; that is done as a matter of course as a business transaction; but it is not absolutely a matter of course in the former case, though Minutes are usually kept. In any case, whether it be or be not necessary to move the entry, the Report must be recorded on the Minutes.]

(*d*) Before the Question be put "That the Report be received" or "adopted," any Member may move an Amendment. Now is the time. Any objections, any suggestions for improvement or relegation to the Committee, must be made now; and other Members may be moved for—or even a new Committee.

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